

EXHIBIT A

Baker & Hostetler LLP

45 Rockefeller Plaza
New York, New York 10111
Telephone: (212) 589-4200
Facsimile: (212) 589-4201

*Attorneys for Irving H. Picard, Trustee
for the Substantively Consolidated SIPA Liquidation
of Bernard L. Madoff Investment Securities LLC
and the Chapter 7 Estate of Bernard L. Madoff*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

SECURITIES INVESTOR PROTECTION
CORPORATION,

Plaintiff-Applicant,

v.

BERNARD L. MADOFF INVESTMENT
SECURITIES LLC,

Defendant.

Adv. Pro. No. 08-01789 (SMB)

SIPA Liquidation

(Substantively Consolidated)

Adv. Pro. No. 10-04285 (SMB)

**[PROPOSED] SECOND
AMENDED COMPLAINT**

In re:

BERNARD L. MADOFF,

Debtor.

IRVING H. PICARD, Trustee for the Liquidation of
Bernard L. Madoff Investment Securities LLC,

Plaintiff,

v.

LUXALPHA SICAV as represented by its
Liquidators MAÎTRE ALAIN RUKAVINA and
PAUL LAPLUME, MAÎTRE ALAIN RUKAVINA
AND PAUL LAPLUME, in their capacities as
liquidators and representatives of LUXALPHA
SICAV, GROUPEMENT FINANCIER LTD.,
ACCESS INTERNATIONAL ADVISORS LLC,
CLAUDINE MAGON DE LA VILLEHUCHET
(a/k/a CLAUDINE DE LA VILLEHUCHET) in her
capacity as Executrix under the Will of THIERRY

MAGON DE LA VILLEHUCHET (a/k/a RENE
THIERRY DE LA VILLEHUCHET), CLAUDINE
MAGON DE LA VILLEHUCHET (a/k/a
CLAUDINE DE LA VILLEHUCHET) individually
as the sole beneficiary under the Will of THIERRY
MAGON DE LA VILLEHUCHET (a/k/a RENE
THIERRY DE LA VILLEHUCHET), and
THEODORE DUMBAULD,

Defendants.

Irving H. Picard, as trustee (“Trustee”) for the liquidation of Bernard L. Madoff Investment Securities LLC (“BLMIS”) under the Securities Investor Protection Act (“SIPA”), 15 U.S.C. §§ 78aaa–III, substantively consolidated with the chapter 7 estate of Bernard L. Madoff (“Madoff”), by and through his undersigned counsel, for his Second Amended Complaint alleges the following:

NATURE OF THE PROCEEDING

1. In this action under SIPA, the Trustee seeks the subordination or disallowance of the Customer Claims (defined herein) filed on behalf of defendant Luxalpha SICAV (“Luxalpha”), the avoidance of the fraudulent transfers of Customer Property the defendants received from BLMIS, and the recovery of those transfers or their value from the defendants.

2. The two BLMIS feeder funds at issue in this action, Luxalpha and Groupement Financier Ltd. (collectively, the “Feeder Fund Defendants”), trace their origins to the close friendship between Patrick Littaye and Bernard Madoff that dated back to at least 1985. Luxalpha and Groupement Financier received over \$1 billion in avoidable transfers despite the strong suspicions of their respective agents, managers, and directors that BLMIS was engaged in fraud.

3. Starting in 1994, Littaye and Thierry Magon de la Villehuchet founded a series of investment companies, Access International Advisors, Inc., Access International Advisors, LLC, Access International Advisors, Ltd., Access Management (Luxembourg), S.A., and Access Partners, S.A., which acted as a single entity and together comprised an investment firm known as Access International Advisors (collectively, “Access”). Access was heavily dependent on BLMIS to attract investors and generate revenue, and Luxalpha and Groupement Financier were among the funds Access established for BLMIS investment.

4. Luxalpha was the direct successor to a prior Access fund, Oreades SICAV (“Oreades”), which was closed by its service provider in the spring of 2004 after serious questions concerning BLMIS’s legitimacy became apparent. Having closed in 2004, Oreades was a significant “net winner,” and its replacement, Luxalpha, was established with at least \$135 million in fictitious profits withdrawn from BLMIS through Oreades.

5. Littaye and his firm Access partnered with a group of UBS entities, and together Access and the UBS entities operated both Luxalpha and Groupement Financier in the face of plain evidence of fraud at BLMIS that was acknowledged but ignored.

6. The directors, managers, and agents of both Luxalpha and Groupement Financier reviewed the funds’ respective account statements and knew from those documents that Madoff could not be executing all the securities transactions reported therein. These impossibilities were recognized both by Access and the UBS entities operating the funds, and by outside consultants who bluntly and unequivocally warned the funds’ directors and managers.

7. Specifically, Luxalpha and Groupement Financier knew that the volume of options trades Madoff purported to execute on their behalf was impossible, and that Madoff lied about the identity of his purported options counterparties. Luxalpha and Groupement Financier also knew that the returns BLMIS claimed to produce were impossible given its stated trading strategy, that the volume of assets purportedly under management by BLMIS was too large to implement that strategy, and that BLMIS reported trades as having been made at impossible times and prices.

8. Despite being aware of these and other signs of fraud at BLMIS, Luxalpha’s and Groupement Financier’s directors, managers, and agents chose to suppress this information and shield BLMIS from scrutiny. Littaye protected Madoff by quashing or deflecting inquiries and

by purposely omitting the names “BLMIS” and “Madoff” from prospectuses and regulatory filings. Similarly, the UBS entities intentionally misled both U.S. and Luxembourg regulators concerning BLMIS’s roles, responsibilities, and options trading partners. Access and the UBS entities also established and acceded to abnormal practices and procedures for handling Luxalpha and Groupement Financier’s accounts and fictitious trade statements.

9. Luxalpha’s and Groupement Financier’s awareness of BLMIS’s impossible purported trading activity and performance, the funds’ demonstrable suspicion of fraud, and the deliberate actions of their directors and managers to protect Madoff, all show the defendants’ willful blindness and require the subordination or disallowance of the Customer Claims and/or the avoidance of any transfers of Customer Property they received.

JURISDICTION AND VENUE

10. This is an adversary proceeding commenced in this Court, in which the main underlying SIPA proceeding, No. 08-01789 (SMB) (the “SIPA Proceeding”), is pending. The SIPA Proceeding was originally brought in the United States District Court for the Southern District of New York as *Securities Exchange Commission v. Bernard L. Madoff Investment Securities LLC*, No. 08 CV 10791 (the “District Court Proceeding”) and has been referred to this Court. This Court has jurisdiction over this adversary proceeding under 28 U.S.C. §§ 1334(b) and (e)(1), and 15 U.S.C. §§ 78eee(b)(2)(A) and (b)(4).

11. This is a core proceeding under 28 U.S.C. §§ 157(b)(2)(A), (B), (F), (H) and (O). The Trustee consents to the entry of final orders or judgment by this Court if it is determined that consent of the parties is required for this Court to enter final orders or judgment consistent with Article III of the U.S. Constitution.

12. Venue in this judicial district is proper under 28 U.S.C. § 1409.

13. This adversary proceeding is brought under 15 U.S.C. §§ 78fff(b) and 78fff-2(c)(3), 11 U.S.C. §§ 105(a), 502(a), (b) and (d), 510(c), 544(b), 547, 548(a), 550(a) and 551, the New York Fraudulent Conveyance Act (N.Y. Debt. & Cred. § 270 et seq. (McKinney 2001)), the New York Civil Practice Law and Rules (McKinney 2003) (“N.Y. C.P.L.R.”), and other applicable law.¹

PERSONAL JURISDICTION

14. This Court has personal jurisdiction over each of the defendants under N.Y. C.P.L.R. 301 and 302, and Bankruptcy Rule 7004. Each defendant has maintained minimum contacts with New York in connection with the claims in this adversary proceeding. As alleged herein, the defendants have or had offices in New York, are doing or did business in New York, and/or transact or transacted business in New York during the time periods addressed herein. The Feeder Fund Defendants had accounts with BLMIS in New York. The Feeder Fund Defendants delivered agreements or caused agreements to be delivered in New York, relating to BLMIS. In addition, AIA LLC (defined herein) communicated regularly with persons in New York regarding the Feeder Fund Defendants and/or BLMIS, and also sent funds to and/or received funds from BLMIS in New York, using New York banks. In addition, Customer Claims were filed in the SIPA Proceeding, purportedly on behalf of Luxalpha.

BLMIS, MADOFF, THE TRUSTEE, AND STANDING

15. On December 11, 2008 (the “Filing Date”), Madoff was arrested by federal agents for criminal violations of federal securities laws, including securities fraud, investment adviser

¹ To preserve all claims until a final determination on appeal, the Trustee asserts avoidance claims arising under sections 548(a)(1)(B) and 544(b)(1) of the Bankruptcy Code in this proceeding, and objections to claims under sections 502(a) and (b)(1), and on equitable grounds.

fraud, and mail and wire fraud. Contemporaneously, the Securities and Exchange Commission (“SEC”) commenced the District Court Proceeding.

16. On December 15, 2008, under SIPA § 78eee(a)(4)(B), the SEC consented to combining its action with an application by the Securities Investor Protection Corporation (“SIPC”). Thereafter, under SIPA § 78eee(a)(4)(B), SIPC filed an application in the District Court alleging, among other things, that BLMIS could not meet its obligations to securities customers as they came due and its customers needed the protections afforded by SIPA.

17. On December 15, 2008, Judge Stanton granted SIPC’s application and entered an order pursuant to SIPA, which, in pertinent part:

- a) appointed the Trustee for the liquidation of the business of BLMIS pursuant to SIPA § 78eee(b)(3);
- b) appointed Baker & Hostetler LLP as counsel to the Trustee pursuant to SIPA § 78eee(b)(3); and
- c) removed this case to this Court pursuant to SIPA § 78eee(b)(4).

18. By orders dated December 23, 2008 and February 4, 2009, respectively, this Court approved the Trustee’s bond and found that the Trustee was a disinterested person. Accordingly, the Trustee is duly qualified to serve and act on behalf of the estate.

19. On April 13, 2009, an involuntary bankruptcy petition was filed against Madoff, and on June 9, 2009, this Court substantively consolidated the chapter 7 estate of Madoff into the SIPA Proceeding.

20. At a plea hearing on March 12, 2009, in the case captioned *United States v. Madoff*, Case No. 09-CR-213(DC), Madoff pleaded guilty to an 11-count criminal information filed against him by the United States Attorney for the Southern District of New York. At the plea hearing, Madoff admitted he “operated a Ponzi scheme through the investment advisory side of [BLMIS].”

21. At a plea hearing on August 11, 2009, in the case captioned *United States v. DiPascali*, Case No. 09-CR-764 (RJS), Frank DiPascali, a former BLMIS employee, pleaded guilty to a ten-count criminal information charging him with participating in and conspiring to perpetuate the Ponzi scheme. DiPascali admitted that no purchases or sales of securities took place in connection with BLMIS customer accounts and that the Ponzi scheme had been ongoing at BLMIS since at least the 1980s.

22. At a plea hearing on November 21, 2011, in the case captioned *United States v. Kugel*, Case No. 10-CR-228 (LTS), David Kugel, a former BLMIS trader and manager, pleaded guilty to a six-count criminal information charging him with securities fraud, falsifying the records of BLMIS, conspiracy, and bank fraud. Kugel admitted to helping create false, backdated trades in BLMIS customer accounts beginning in the early 1970s.

23. On March 24, 2014, Daniel Bonventre, Annette Bongiorno, Jo Ann Crupi, George Perez, and Jerome O'Hara were convicted of fraud and other crimes in connection with their participation in the Ponzi scheme as employees of BLMIS's investment advisory business ("IA Business").

24. As the Trustee appointed under SIPA, the Trustee is charged with assessing claims, recovering and distributing customer property to BLMIS's customers holding allowed customer claims, and liquidating any remaining BLMIS assets for the benefit of the estate and its creditors. The Trustee is using his authority under SIPA and the Bankruptcy Code to avoid and recover payouts of fictitious profits and/or other transfers made by the Debtors to customers and others to the detriment of defrauded, innocent customers whose money was consumed by the Ponzi scheme. Absent this and other recovery actions, the Trustee will be unable to satisfy the claims described in subparagraphs (A) through (D) of SIPA § 78fff-2(c)(1).

25. Pursuant to SIPA § 78fff-1(a), the Trustee has the general powers of a bankruptcy trustee in a case under the Bankruptcy Code in addition to the powers granted by SIPA pursuant to SIPA § 78fff(b). Chapters 1, 3, 5 and subchapters I and II of chapter 7 of the Bankruptcy Code apply to this proceeding to the extent consistent with SIPA pursuant to SIPA § 78fff(b).

26. The Trustee has standing to bring the avoidance and recovery claims under SIPA § 78fff-1(a) and applicable provisions of the Bankruptcy Code, including 11 U.S.C. §§ 323(b), 544, and 704(a)(1), because the Trustee has the power and authority to avoid and recover transfers under Bankruptcy Code sections 544, 547, 548, 550(a), and 551, and SIPA §§ 78fff-1(a) and 78fff-2(c)(3).

27. The Trustee has standing to object to customer and creditor claims under SIPA §§ 78fff-1(a) and 78fff(b), and 11 U.S.C. § 502(a), because the Trustee has the power and authority to discharge obligations to a customer to the extent they are established to the satisfaction of the Trustee under SIPA §§ 78fff(2) and 78fff-2(b). By his objection, the Trustee seeks disallowance of any customer and general creditor claims that are unenforceable against the Debtors or their property under (i) SIPA § 78fff-2(b), because such claims have not been established to his satisfaction; (ii) SIPA § 78fff(2), because such claims are not entitled to a distribution *pari passu* with other customers; (iii) 11 U.S.C. §§ 502(a) & (c), because such claims may not be paid ahead of the customer claims; and (iv) 11 U.S.C. § 502(b)(1), because such claims are otherwise unenforceable under applicable law.

THE PONZI SCHEME

28. Madoff founded BLMIS in or about 1960 as a sole proprietorship. On January 1, 2001, Madoff continued BLMIS as a sole member limited liability company under the laws of the State of New York. BLMIS's ownership and control did not change since its formation in 1960. During that time, BLMIS had been continually registered with the SEC, and remained a

SIPC member since late 1970. For most of its existence, BLMIS operated from its principal place of business at 885 Third Avenue, New York, New York. Madoff, as founder, sole owner, chairman, and chief executive officer, operated BLMIS with several family members and other employees, including DiPascali and Kugel, who pleaded guilty to helping Madoff carry out the fraudulent scheme.

29. Beginning in the 1990s, Madoff outwardly ascribed the consistent investment success of BLMIS's IA Business to the "split-strike conversion" ("SSC") investment strategy. Madoff claimed his strategy would produce steady returns without the volatility in the stock market or other high return investment strategies. Madoff generally indicated that investors' funds would be invested in a basket of common stocks within the Standard & Poor's 100 Index ("S&P 100 Index"), which is a collection of the 100 largest publicly traded companies, as determined by Standard & Poor's Index Committee. The basket of stocks was designed to correlate to the movement of the S&P 100 Index. The second part of the SSC strategy involved purporting to sell call options and buy put options on the S&P 100 Index; this is commonly referred to as a "collar." Madoff purported to purchase and sell option contracts to limit the downside risk of sizeable price changes in the basket of stocks, which was correlated to the performance of the S&P 100 Index. All options relating to the companies within the S&P 100 Index, including options based upon the S&P 100 Index itself, clear through the Options Clearing Corporation ("OCC"). The OCC has no records showing that BLMIS's IA Business cleared trades in any exchange-listed options.

30. BLMIS commingled all of the funds received from IA Business investors in a single BLMIS account maintained at JPMorgan Chase Bank.

31. Because Madoff claimed that he would carefully time purchases and sales to maximize value, customer funds would intermittently be out of the market. During those times, Madoff claimed that the funds were invested in U.S. Treasury securities (“Treasury Bills”) or mutual funds invested in Treasury Bills.

32. There is no record of BLMIS clearing a single purchase or sale of securities in connection with the SSC strategy at the Depository Trust & Clearing Corporation, the clearing house for such transactions, or any other trading platform on which BLMIS could have traded securities. There are no other BLMIS records that demonstrate that BLMIS traded securities using the SSC strategy.

33. At their plea hearings, Madoff and DiPascali admitted that BLMIS purchased none of the securities listed on the IA Business customers’ fraudulent statements.

34. Madoff operated the IA Business as a Ponzi scheme. The money received from IA Business customers was used primarily to make distributions to, or payments for, other customers. The falsified trades reflected in monthly account statements made it appear that the IA Business accounts included substantial gains on customers’ principal investments. The Ponzi scheme collapsed in December 2008, when the requests for redemptions overwhelmed the flow of new investments with BLMIS’s IA Business.

35. Since at least 1983, BLMIS financial reports filed with the SEC fraudulently omitted the existence of the billions of dollars of customer funds held by BLMIS.

36. BLMIS did not register as an investment adviser with the SEC until August 2006. At that time, BLMIS filed with the SEC a Form ADV (Uniform Application for Investment Adviser Registration) representing, among other things, that BLMIS had 23 customer accounts and assets under management of \$11.7 billion. Thereafter, BLMIS filed a Form ADV annually

with the SEC, the latest of which was filed in January 2008. It represented that BLMIS had 23 customer accounts with assets under management of \$17.1 billion. In fact, at that time BLMIS had over 4,900 active customer accounts with a purported value of approximately \$68 billion under management.

37. Contrary to standard practice in the investment advisory industry, BLMIS did not charge the IA Business customers a fee for investment advisory services. Madoff knew others that solicited investors for BLMIS, or, directly or indirectly, funded customer accounts, and charged hundreds of millions of dollars for investment advisory services attributed to BLMIS.

38. BLMIS's auditor was Friehling & Horowitz, CPA, P.C. ("Friehling & Horowitz"), a three-person accounting firm in Rockland County, New York. Of the three employees at the firm, one employee was an administrative assistant and one was a semi-retired accountant living in Florida. On or about November 3, 2009, David Friehling, the sole proprietor of Friehling & Horowitz, pleaded guilty to filing false audit reports for BLMIS and filing false tax returns for Madoff and others.

39. At all relevant times, BLMIS was insolvent because (i) its assets were worth less than the value of its liabilities; (ii) it could not meet its obligations as they came due; and (iii) at the time of the transfers alleged herein, BLMIS was left with insufficient capital.

THE DEFENDANTS AND THEIR AGENTS

The Feeder Fund Defendants

Luxalpha

40. Defendant Luxalpha was founded under Luxembourg law. It was organized as a "UCITS" fund pursuant to the EU directive entitled, "Undertakings for Collective Investments in Transferable Securities," under which open-ended investment schemes were regulated.

Luxembourg, like other EU member states, enacted legislation implementing various EU UCITS

directives. Luxalpha's registered office was at 33a, Avenue John F. Kennedy, L-1855 Luxembourg.

41. Luxalpha was subject to the regulatory authority of the Luxembourg Commission de Surveillance du Secteur Financier (the "CSSF"). Luxalpha was placed in liquidation by the District Court of Luxembourg on April 2, 2009 and is represented by its court-appointed liquidators, Maître Alain Rukavina, barrister (avocat à la Cour) and Paul Laplume, company auditor.

42. Me. Rukavina and Mr. Laplume are also defendants in their capacity as the court-appointed liquidators and representatives of Luxalpha, and as representatives of Luxalpha's investors and creditors, according to the provisions of the District Court of Luxembourg judgment dated April 2, 2009. References to defendant Luxalpha herein include Me. Rukavina and Mr. Laplume.

43. Patrick Littaye, a French citizen, was a Director of Luxalpha from June 26, 2006 until it entered liquidation. Pierre Delandmeter, a Belgian citizen, was a Director of, and the Legal Adviser to, Luxalpha from February 2004 until it entered liquidation.

Groupement Financier

44. Defendant Groupement Financier is a British Virgin Islands ("BVI") investment fund that invested 100% of its assets directly with BLMIS. Groupement Financier's registered agent is Maples & Calder and its registered office is at Sea Meadow House, P.O. Box 173, Road Town, Tortola VG 1110, BVI.

45. In June 2003, Access created the Groupement Financier II Limited fund, ("Groupement Levered"). Groupement Levered is a BVI investment fund that invested all of its assets with Groupement Financier. Groupement Financier's BLMIS account remained open until Madoff's arrest in December 2008.

46. Littaye and Villehuchet comprised the board of directors of both Groupement Financier and Groupement Levered. Claudine Magon de la Villehuchet a/k/a Claudine de la Villehuchet (“Ms. Villehuchet”), is named in her capacity as executrix under the last will and testament of Thierry Magon de la Villehuchet a/k/a René Thierry de la Villehuchet, dated November 6, 2000. Ms. Villehuchet is also named individually as the sole beneficiary under Villehuchet’s last will and testament. At the time of his death, Villehuchet and Ms. Villehuchet resided in New Rochelle, New York, and both were U.S. citizens.

47. Delandmeter was a Legal Adviser to Groupement Financier and Groupement Levered.

The Access Entities

48. Littaye and Villehuchet were sophisticated investment professionals who, before founding Access, had long held senior positions at major financial institutions. Littaye and Villehuchet co-founded Access in 1994, first establishing Access International Advisers, Inc. (“AIA Inc.”). Thereafter, Littaye and Villehuchet founded the various Access entities—AIA Inc., AIA LLC, AIA Ltd., AML, and AP (Lux) (all as defined herein)—and enshrined them as service providers to the Feeder Fund Defendants.

49. Although formally distinct and separately organized in their various jurisdictions, AIA Inc., AIA LLC, AIA Ltd., AML, and AP (Lux) were, in reality, a single business enterprise or alter-egos of each other. At all times relevant herein, Littaye and Villehuchet coordinated, dominated, and controlled that enterprise. Littaye and Villehuchet marketed and used the network of Access entities as a collective whole to service Luxalpha and Groupement Financier, among other BLMIS-feeder funds. Many of the Access entities were shell companies with no employees of their own.

50. Littaye and Villehuchet also co-owned all of the Access entities. And Littaye and Villehuchet were also executives and directors of all of the Access entities. They both acted as AIA Inc.'s Partner and Chief Executive. They both acted as AIA LLC's Partner, Chairman, and Chief Executive Officer. They served as AIA Ltd's, AML's, and AP (Lux)'s directors. Villehuchet was also AIA LLC's President.

51. Littaye's and Villehuchet's colleagues, Delandmeter and Theodore Dumbauld, a resident of Connecticut, also served the Access entities in various roles. Delandmeter was a director of AIA Inc., AML, and AP (Lux). Dumbauld was the Chief Investment Officer and a Partner of AIA LLC until his 2006 departure.

AIA LLC

52. Founded in 2001, Defendant AIA LLC is a Delaware limited liability company wholly owned by AIA Inc. During the relevant period, its principal place of business was at 509 Madison Avenue, 22nd Floor, New York, New York 10022.

53. AIA LLC was Luxalpha's portfolio adviser from August 1, 2004 until November 17, 2008. Its primary responsibilities were to market Luxalpha and monitor Luxalpha's investments. As portfolio adviser, between August 11, 2004 and August 1, 2006, AIA LLC oversaw UBS SA (defined herein) in its role as Luxalpha's portfolio manager. AIA LLC also served as Groupement Financier's sponsor.

AIA Ltd.

54. Access International Advisors Ltd. ("AIA Ltd.") is a Bahamas limited liability company. Its registered address is MMG Bahamas Ltd., P.O. Box CB – 13937, 50 Shirley Street, Nassau, Bahamas.

55. AIA Ltd. was nominally Groupement Financier's investment manager until July 2007, though in practice it performed no such services, because they were delegated to BLMIS.

At various times, AIA Ltd. was also identified as Groupement Financier's operator and investment adviser. AIA Ltd. also served as Groupement Levered's official investment manager, and as Luxalpha's official consultant and exclusive introducing agent.

56. AIA Ltd. held itself out as Groupement Financier's and Groupement Levered's investment manager, although as its own accountants recognized, it was never licensed anywhere to act as an investment manager. AIA Ltd. nevertheless received the vast majority of the fees Access collected from Luxalpha and Groupement Financier.

57. As of at least 2004, AIA Ltd. was a shell entity that had no physical presence in any jurisdiction. AIA Ltd. is described in Access's internal documents as an offshore "money box" set up for the "prime purpose [of] ... the receipt of fees" on behalf of Access. According to Access, AIA Ltd. was incorporated offshore in the Bahamas to accommodate "Bernie Madoff[, who] want[ed] to only deal with offshore entities related to [the Access] accounts."

AML

58. Access Management Luxembourg S.A. ("AML") (f/k/a Access International Advisors (Luxembourg) S.A. ("AIA (Lux)")) is a Luxembourg limited liability company incorporated as a *société anonyme*. Its registered office is at 34A, rue Philippe II, L-2340 Luxembourg. AML is in liquidation in Luxembourg. Maître Fernand Entringer, with offices at 34A, rue Philippe II, L-2340, Luxembourg, is AML's liquidator.

59. AML was nominally Luxalpha's portfolio manager from November 17, 2008 through its liquidation, but entered into an Investment Advisory Agreement with AP (Lux). AML ultimately delegated the management of Luxalpha's portfolio to BLMIS. AML also served as Luxalpha's portfolio adviser from February 5, 2004 until August 11, 2004, purporting to advise UBS SA in connection with UBS SA's role as Luxalpha's portfolio manager. Until

2007, AML also served as Groupement Financier's and Groupement Levered's investment adviser.

60. A September 2004 questionnaire regarding Luxalpha completed by Access states that AIA (Lux) has "no regular employees" and "no full time employees," lists Littaye and Delandmeter as the only investment professionals at the firm, and identifies only Littaye and Delandmeter as carrying out the firm's responsibilities. The questionnaire also indicates that AIA (Lux) "outsourced" the functions of trading, research and development, IT/programming, administration, and marketing and business development. Notes from an Access meeting confirm AIA (Lux)'s purpose as an overseas shell entity for the receipt of funds, stating that a "[s]ervice agreement will have to be put in place between the companies of AIA group, to spread the AIA Lux incomes."

AP (Lux)

61. Defendant Access Partners S.A. (Luxembourg) ("AP (Lux)") is a Luxembourg limited liability company incorporated as a *société anonyme*. Its registered office is at 34A, rue Philippe II, L-2340 Luxembourg. AP (Lux) is in liquidation in Luxembourg. Maître Fernand Entringer, with offices at 34A, rue Philippe II, L-2340, Luxembourg, is AP (Lux)'s liquidator.

62. From February 13, 2007 through Madoff's collapse, AP (Lux) was Luxalpha's investment adviser. In that role, it purported to advise UBSTPM (defined below), and later AML, in connection with Luxalpha. Beginning in 2007, AP (Lux) was also the nominal adviser of Groupement Financier and Groupement Levered.

63. Access used AP (Lux) as a shell entity to protect Luxalpha and BLMIS from U.S. regulatory scrutiny. Littaye acknowledged in an internal meeting that Access had already taken "a small risk for Luxalpha" by helping BLMIS evade the SEC when it had New York-

incorporated AIA LLC serve as Luxalpha's investment adviser. Access created AP (Lux) to replace AIA LLC in that role.

The UBS Entities

64. UBS AG is a Swiss public company with registered and principal offices at Bahnhofstrasse 45, CH-8001 Zurich, and Aeschenvorstadt 1, CH-4051 Basel, Switzerland.

65. UBS (Luxembourg) S.A. ("UBS SA"), a wholly owned subsidiary of UBS AG, is a Luxembourg limited liability company incorporated as a *société anonyme*.

66. UBS Fund Services (Luxembourg) S.A. ("UBSFSL"), a wholly owned subsidiary of UBS AG, is a Luxembourg limited liability company incorporated as a *société anonyme*.

67. UBS Third Party Management Company S.A. ("UBSTPM"), a wholly owned subsidiary of UBS AG, is a Luxembourg limited liability company incorporated as a *société anonyme*.

68. UBS AG, UBS SA, UBSFSL, and UBSTPM are collectively referred to herein as "UBS."

69. UBS presented itself to the public as a unified global entity operating as "a coherent and effective whole." UBS shared a centralized structure for core enterprise functions including finance, risk, legal, compliance, and shared services, including, among other things, human resources, information technology, communication and branding, and corporate development. Upon information and belief, this organizational structure is designed to ensure UBS AG's centralized control of global business strategy and reporting obligations for UBS group companies. UBS AG subsidiaries market themselves as part of a "worldwide financial network," providing "an international network of experts and can propose truly global investment solutions" that benefits from "the experience, know-how and substantial resources provided by the UBS Group as a whole."

**THE ACCESS PRINCIPALS' CLOSE RELATIONSHIP WITH MADOFF EXPOSED
THEM TO INDICIA OF FRAUD AT BLMIS**

70. Littaye and Madoff had a close social and professional relationship, dating back to at least 1985, that allowed Access to occupy integral positions with many BLMIS feeder funds. The relationship benefited both Access and Madoff. It introduced Madoff to new sources of investment capital, which he needed to keep his Ponzi scheme alive.

71. Littaye helped to found Trotanoy Investment Company Ltd. and Citrus Investment Holdings Ltd., feeder funds which together invested over \$200 million with BLMIS. Littaye opened or introduced at least eight other BLMIS managed accounts. Access functioned as the manager and/or portfolio adviser for a number of BLMIS feeder funds.

72. Littaye and Madoff's relationship also allowed Access to obtain fees derived from BLMIS investments, through which Littaye and Villehuchet enriched themselves.

73. Littaye and Access, together with BNP Paribas, operated Oreades, a Madoff feeder fund that predated Groupement Financier and Luxalpha. Oreades's BLMIS accounts were opened in November 1997. As detailed below, Oreades was shut down in March 2004 as a result of BNP Paribas's discomfort with Oreades's relationship with BLMIS. Luxalpha was opened as Oreades's successor.

74. In July 2003, BNP Paribas told Littaye that it was particularly concerned that BLMIS's role as asset manager had not been properly disclosed. BNP Paribas noted with alarm that because of this failure to disclose, BLMIS "does not exist" in the eyes of the CSSF. BNP Paribas knew that it would bear the risk of any liability associated with Oreades's management and told Littaye of concerns "that the risk [to] BNP Paribas is very extensive." BNP Paribas also observed that, because BLMIS was not a bank, its role as custodian created concern, as did its additional roles of broker-dealer and investment adviser. And BNP Paribas could not determine

where Oreades's assets were actually being held because it could not confirm the existence of a segregated Oreades account at BLMIS.

75. BNP Paribas also advised Access of its concern that BLMIS reports of trading activity and positions for Oreades were delivered only by fax and mail, seven or eight days after the reported trades. BNP Paribas and Access knew that this process failed to provide any opportunity to verify trades.

76. Of all the funds whose investment portfolios Access managed, BLMIS was the lone investment for which Access did not have immediate or next-day transparency, either through website access or next-day batch reports.

77. Such practices deviated from BNP Paribas's standard operating procedures, which provided for order transmission by fax or electronic communication on the day of the trade, followed by settlement confirmation by the depository bank within one to three days thereafter. During internal audits, BNP Paribas's risk and ethics department highlighted Madoff's refusal to conform to then-current practices.

78. In August 2003, a senior executive at BNP Paribas Securities Services, Lionel Trouvain, and other BNP Paribas employees met with Access's management to discuss whether it was possible to bring their relationship with BLMIS into standard compliance with BNP Paribas's internal rules. According to meeting minutes, BLMIS's hidden role as both custodian and investment adviser for Oreades was "unconscionable" and violated BNP Paribas's internal "security rules" and Luxembourg law.

79. Communicating with BLMIS through Littaye, BNP Paribas asked Madoff for permission to include his name in a disclosure to the CSSF. Madoff refused. Access told BNP Paribas that Madoff's refusal stemmed (at least) in part from the fact that BLMIS was not

registered as an investment adviser in the United States and deliberately wanted to avoid regulatory scrutiny.

80. As an alternative, BNP Paribas requested that its securities services unit or Access be granted real-time access to BLMIS's trade confirmations to allow them to confirm the validity of BLMIS's purported trades.

81. In spring 2004, shortly after BNP Paribas raised its concerns to Access about BLMIS, Oreades was shut down and its BLMIS accounts were closed.

82. Years later, in January 2008, an Access employee recounted the story behind BNP Paribas's liquidation of Oreades, stating that BNP Paribas did not want to be liable to Oreades's investors and believed it had to exit or "destroy" Oreades.

**ACCESS AND UBS ESTABLISHED LUXALPHA AND GROUPEMENT FINANCIER
DESPITE OVERWHELMING EVIDENCE OF FRAUD AT BLMIS**

A. Access and UBS Worked Together to Open Luxalpha Even Before Oreades Was Shut Down

83. BNP Paribas's decision to extricate itself from Oreades's operations threatened to leave Access without a prime bank, administrator, and nominal custodian to administer the investments it directed into BLMIS. Before Oreades was closed, Villehuchet and Littaye were establishing Luxalpha to continue their professional and personal relationship with Madoff, and to transfer Oreades's assets. Access's principals sought and found new partners, the UBS entities, before Oreades ceased operations in 2004.

84. In March 2004, a week after Oreades was closed, UBS SA opened BLMIS Account 1FR108 and executed the BLMIS account opening documents, including a Customer Agreement, an Option Agreement, and a Trading Authorization Limited to Purchases and Sales of Securities and Options (collectively, "BLMIS Account Opening Agreements") on behalf of Luxalpha, and as its agent.

85. UBS SA formally served as Luxalpha's custodian. UBS SA also entered into a separate agreement with BLMIS that explicitly designated BLMIS as the sub-custodian of Luxalpha's assets, unbeknownst to Luxalpha's investors and the regulators.

86. UBS SA operated as Luxalpha's agent and held the BLMIS Account in the name of "UBS (Luxembourg) S.A. for the benefit of Luxalpha." Luxalpha's BLMIS Account was still open when Madoff was arrested on December 11, 2008.

87. Luxalpha was initially funded largely by Oreades withdrawals. At least eleven of Oreades's investors withdrew approximately \$330 million from Oreades and invested in Luxalpha.

88. Internal Access documents note that certain Access employees were to handle the "switch" of investors in Oreades to Luxalpha. And when questioned by investors, Access employees referred to it simply as a "name change."

89. Access and UBS created Luxalpha to invest with BLMIS despite persistent warnings of fraud at BLMIS.

90. In the transition from Oreades to Luxalpha, UBS recognized that allowing Madoff to occupy the role of both broker and custodian was sufficient reason to decline to step in for BNP Paribas:

We normally have to give "NO" as the answer in cases like Madoff. In doing so, we make reference to the following principles: no broker as depository, and the broker may under no circumstances also be a depository at the same time! Such a NO is easy to comprehend for both business policy reasons and risk reasons.

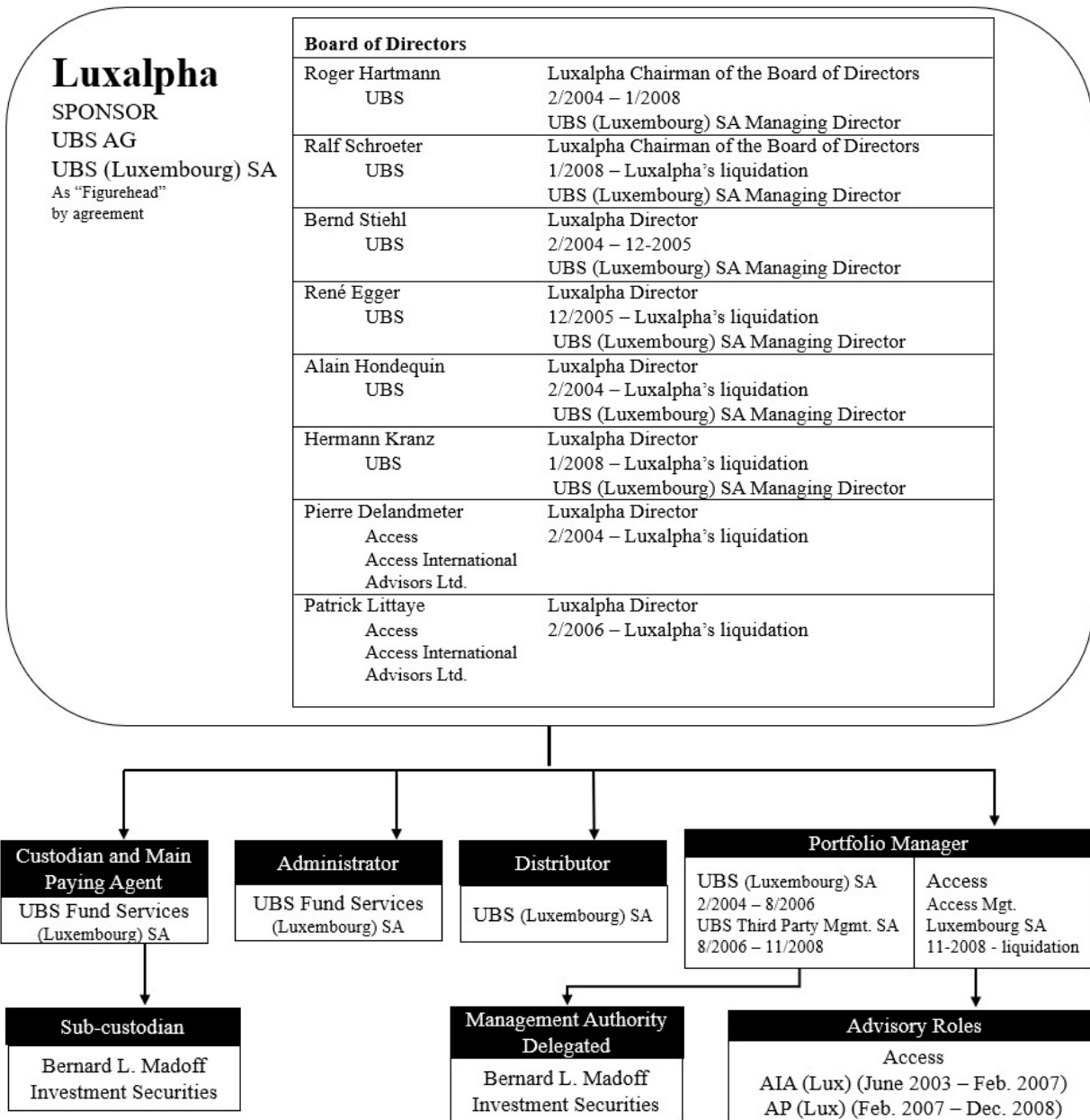
This did not even take into account that Madoff held a third role—investment adviser—which further heightened the risk of fraud.

91. Bernd Stiehl, a Luxalpha director and a UBS SA managing director, subordinated the above-referenced negative reports on BLMIS to UBS's drive to capitalize on

Madoff. “Business is business,” Stiehl wrote. “We cannot permit ourselves to lose 300 million. Accept client.” The internal message imparted by high-level UBS employees was clear: concerns about BLMIS were not to prevent UBS from profiting from BLMIS investment.

92. UBS SA was aware of and dismissed these and other concerns, and concluded that even though “risks upon taking over the Oreades fund” and its corresponding BLMIS relationship “should not be underestimated,” the investment overall “would be advantageous on the income side.”

93. When Luxalpha was founded, its board was populated with senior UBS and Access personnel, and its service providers were UBS and Access entities. The composition of its board and its organizational structure are set forth in the following chart:



B. Access Created Groupement Financier and Engaged UBS as a Service Provider

94. Access established Groupement Financier in February 2003, opening BLMIS account 1FR096 in April 2003. Littaye executed Groupement Financier's BLMIS Account Opening Agreements.

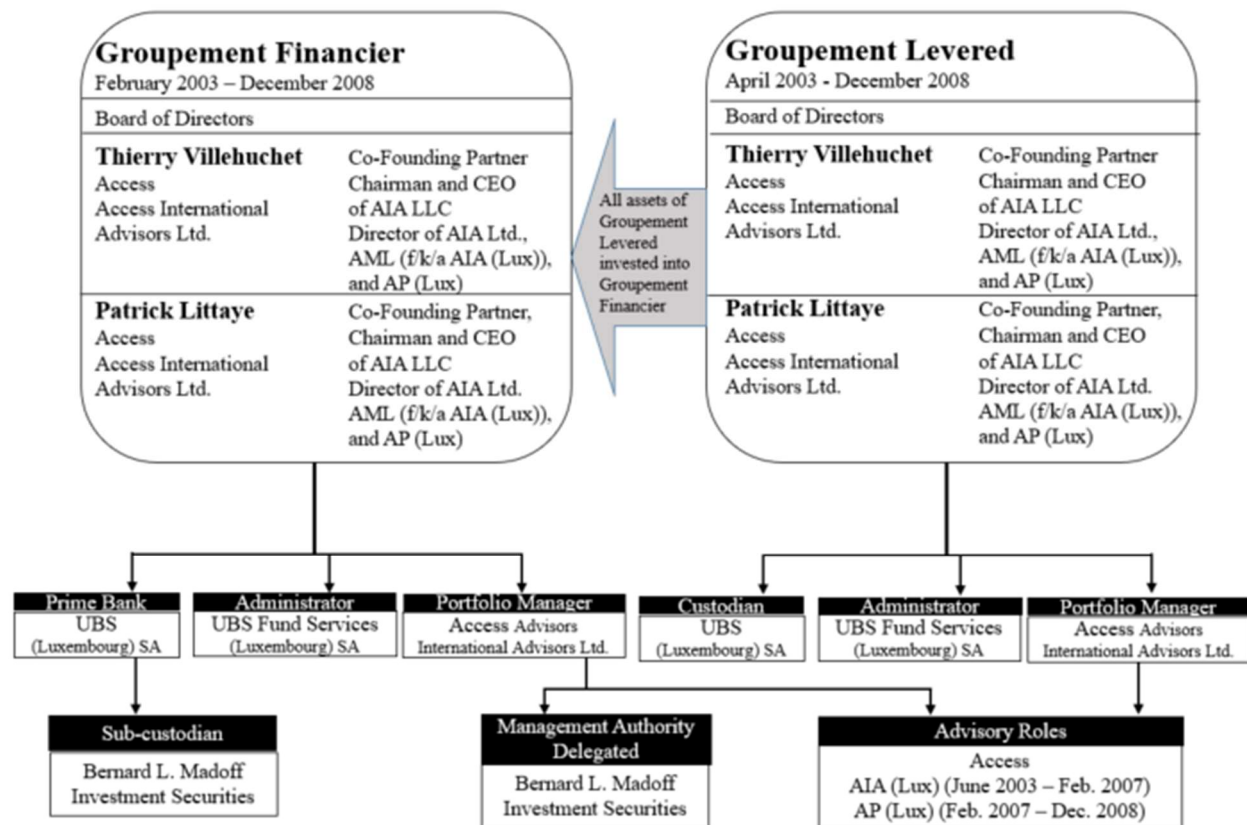
95. In 2005, UBS began to service Groupement Financier and Groupement Levered. UBS SA was Groupement Financier's official prime bank and Groupement Levered's official

custodian. UBS SA did not exercise any actual custodial authority over the money invested with Groupement Financier or Groupement Levered, as this responsibility was contractually delegated to BLMIS. From February 2005, UBSFSL served as Groupement Financier's and Groupement Levered's official administrator and was responsible for calculating the funds' net asset values.

96. When forming Groupement Financier, UBSFSL and UBS SA carefully avoided any legal or contractual links to BLMIS and Madoff. In a combined Groupement Financier and Groupement Levered Operating Memorandum dated July 12, 2005, § 3.5 entitled "Not to do" reads in extra-large, bold font: **"Neither UBSL nor UBSFSL should ever enter into a direct contact with Bernard Madoff!!!"**

97. Groupement Financier and Groupement Levered were formally managed and supervised by UBS SA and UBSFSL, in conjunction with several of the Access entities, including AIA Ltd., AIA (Lux), and AP (Lux). AIA Ltd. was Groupement Financier's and Groupement Levered's investment manager. AIA (Lux), and then AP (Lux), served nominally as Groupement Financier's and Groupement Levered's purported investment advisers, but in reality, this role was allocated to Madoff.

98. The following chart sets forth the organizational structure of Groupement Financier and Groupement Levered:



C. Before, During, and After the Creation of Luxalpha, UBS AG and Its Affiliates Consistently Rejected BLMIS for Investment by Its Clients

99. Before UBS created Luxalpha and began servicing Groupement Financier, UBS Wealth Management, a UBS AG business division, considered and rejected BLMIS as a vehicle for direct investment and derivative financial products.

100. In November 2000, UBS AG acquired Fondvest AG, a Zurich-based company specializing in analyzing funds for institutional investors, as well as its subsidiary, Fondcenter, a fund distribution unit. Fondvest served as UBS's research unit, providing analysis on third party funds for UBS business units. Upon information and belief, Fondvest analyzed BLMIS-related funds and repeatedly declined to endorse them for distribution to UBS clients because of the lack of transparency as to how they were able to generate such high, stable returns.

101. As early as 2002, UBS decided against investing in Broad Market Fund, another BLMIS feeder fund, despite its attractive returns. UBS O'Connor, a UBS AG subsidiary, noted that "[t]he fund seems to do very well, but there are voices in the industry warning because generating such consistent returns with such a strategy is more or less impossible." Broad Market Fund's promoters claimed that their "great relationship" with Madoff provided complete transparency, yet they were never able to sufficiently answer UBS's questions about the strategy.

102. UBS O'Connor also recognized BLMIS's performance figures to be "more or less impossible" in light of the strategy Madoff claimed to employ. The UBS analysts assessing the strategy stated "[w]e consider ourselves pretty smart, and no one in their firm [BLMIS] has properly explained their strategy to match the return profile to us, so we avoid stuff like that." UBS O'Connor also considered and rejected the idea of recommending Madoff investments to its clients.

103. Notwithstanding that several UBS entities had rejected BLMIS as an unsuitable investment for UBS clients, UBS recognized that this was an opportunity to make money from other people's Madoff investments.

104. Assessing BLMIS again in 2004—the same year that UBS established Luxalpha—UBS O'Connor reiterated prior conclusions that "it would be IMPOSSIBLE to generate the returns that [Madoff] has produced since 1990." In addition to concluding that BLMIS's returns were impossible under the SSC strategy, UBS O'Connor also questioned Madoff's practice of not charging fees, choosing to earn revenue only from trade commissions as a broker. The "simple fact that an investor has to start considering how the fund and the [broker/dealer] benefit one another" was a "non-starter" in UBS O'Connor's assessment, and was reason enough to stay away from BLMIS investment.

105. Just three days after UBS O'Connor reaffirmed its prior conclusion that BLMIS's returns were "IMPOSSIBLE," a UBS SA executive confirmed "[w]e have formed [Luxalpha]."

106. By 2005, the year after Luxalpha was up and running, UBS O'Connor concluded that Madoff was engaging in fraud to generate his returns.

107. The following year, armed with knowledge of concerns about BLMIS, UBS SA told Littaye not to pursue an Access client request to create a Luxalpha-based leveraged product. If the UBS analysts in Zurich ever found out that Madoff was behind Luxalpha, UBS SA warned, it would be "the end of our fund" and "we would be killed."

108. Between September 2007 and December 2008, UBS AG was approached about investing in several BLMIS-related products. In accordance with UBS policy, UBS designated its London-based risk analysts to visit BLMIS headquarters and meet "face to face" with BLMIS's manager, but UBS AG never followed up and decided that it would not recommend BLMIS.

**UBS AND ACCESS KNOWINGLY VIOLATED THEIR OWN POLICIES AND
APPLICABLE REGULATIONS IN CONCEALING BLMIS'S ROLE WITH THE
FUNDS**

A. Luxalpha and Access Used UBS As a "Front" and Mere "Window Dressing" to Avoid Regulatory Scrutiny

109. A UCITS fund, such as Luxalpha, allows a collective investment scheme once approved and authorized by a single member state, to operate throughout the EU.

110. UCITS funds are subject to a strict regulatory framework to protect retail investors, to whom such funds are directed.

111. To establish Luxalpha as a Madoff feeder fund, UBS had to give BLMIS "'special' handling," granting exceptions to UBS policies.

112. Many of the policy exceptions UBS made for BLMIS violated Luxembourg's UCITS regulations. UBS SA executives conceded that making such exceptions "do[es]n't feel right."

113. Under applicable Luxembourg law, Luxalpha, as a UCITS fund, had to have a sponsor, or promoter, responsible for creating the fund. The promoter would be liable to third parties for damages in the event the fund was mismanaged.

114. UBS AG and UBS SA served as Luxalpha's co-sponsors and co-promoters. As such, UBS AG created the appearance, both with the CSSF and with potential investors, that the fund was backed by a highly capitalized, stable bank.

115. UBS's role as a "front" for Luxalpha was widely acknowledged and freely discussed among Access insiders. The minutes of Access's February 2007 Quarterly Executive Meeting state that "Luxalpha UCITS is a strange entity; UBS is window dressing or a front." Philip Wogsberg, AIA LLC's Director of Research and the point person for due diligence efforts, testified about these minutes: "[T]he rules are one thing, but also there is [sic] some winks and nods in regulation in Europe, and I think this was a wink and a nod to Patrick [Littaye] please sanitize this and get it all Luxembourg-looking"

116. UBS's role was to create the appearance of UCITS compliance and to deflect regulatory scrutiny by interposing a large, reputable, international bank between Luxalpha and BLMIS.

117. Dumbauld, a former Access partner and AIA LLC's Chief Investment Officer, testified that "Access was using its [*i.e.*, UBS's] balance sheet or its reputation in order to be compliant with the regulations in Luxembourg."

B. Access Knowingly Violated Its Own Policies When Doing Due Diligence on Madoff

118. Access touted its rigorous due diligence processes, which were designed “to avoid the three main risk[s] to the hedge fund industry” (1) “[r]isk of fraud by doing an extensive due diligence”; (2) “[r]isk of drift by the implementation of an ongoing qualitative, operational and quantitative monitoring”; and (3) “[r]isk of dilution of the performances by controlling the flow of investment.”

119. As part of its stringent background checks, Access required every potential manager to complete extensive background questionnaires and to submit to handwriting analyses by a graphologist in Paris. Madoff was the exception to this requirement.

120. In his Bankruptcy Rule 2004 examination, Wogsberg testified that he was unaware of any other manager whom Access excused from its background questionnaire requirement. Wogsberg suggested that it was because Madoff was a “special manager” whom Littaye treated differently that Access excused Madoff from this requirement.

121. Access also boasted that its due diligence and monitoring process required that each fund manager permit monthly visits by the Access staff.

122. But Madoff and BLMIS were not subject to these monthly visits—a fact never made known to the public. The regular Access due diligence team never met with Madoff or anyone else at BLMIS. With the exception of one manager in Paris, whom Access’s due diligence team declined to visit monthly because it would have required frequent transatlantic travel, Madoff was the only fund manager whom Access excused from monthly qualitative visits and reviews from the Access team.

123. Littaye “designated” himself Access’s sole Madoff contact, and took great pains to preserve and guard the relationship. No other person at Access had—or was permitted to have—any real contact with BLMIS. With the exception of some meetings that Villehuchet

attended and rare visits by select investors, only Littaye was permitted to deal directly with Madoff.

124. BLMIS was the only one of Access's fund managers for whom Littaye assumed responsibility for due diligence.

C. In Coordination With Access, UBS and Luxalpha Intentionally Violated the Law and Misled Regulators By Concealing the Delegation of Their Duties to BLMIS

125. Luxembourg's UCITS regulations prohibit UCITS fund custodians from sub-delegating custodial functions. The regulations further prohibit UCITS funds from appointing one entity as both custodian and investment manager. Though subject to these regulations, UBS SA delegated its core custodial functions to BLMIS. It did so knowing that BLMIS was also Luxalpha's investment manager, and knowing that this structure was illegal. This delegation also violated UBS's internal policies. The delegation of these functions was not disclosed either to the CSSF or in Luxalpha's sales prospectus.

126. UBS AG made an exception to its prohibition on the delegation of custodial and management authority to a single entity after UBS SA persuaded it to do so.

127. The purpose of the UCITS regulations was to protect against fraud, yet UBS, together with Access, built a structure designed to circumvent those UCITS regulations, in contrast to BNP Paribas, which abandoned Oreades when it became uncomfortable with the fraud risk.

128. UBS SA was Luxalpha's nominal portfolio manager from February 2004 until August 2006, even though throughout this time the management of the fund's assets was delegated to BLMIS.

129. As Luxalpha's manager, UBS SA executed an agreement with BLMIS entitled "Trading Authorization Limited to Purchases and Sales of Securities and Options." Under the

agreement's terms, UBS and Luxalpha delegated management of the fund's assets to BLMIS, designating BLMIS as their "agent and attorney in fact to buy, sell and trade in stocks, bonds, options and any other securities."

130. UBS SA entered into a Sub-Custodian Agreement with BLMIS, which delegated UBS SA's custodial duties to BLMIS "with the function of safekeeping holder and settlement and corporate agent of United States securities, cash, derivatives instruments and other assets" and noted that the "US assets of the Fund" would be invested with BLMIS. The Sub-Custodian Agreement was not disclosed to the CSSF or in any prospectus.

131. Luxalpha's prospectuses dated February 2004, August 2004, August 2006, March 2007, and November 2008 each state that UBS SA was Luxalpha's custodian and concealed the fact that the custodial role was delegated to BLMIS.

132. Even after the undisclosed delegation of myriad functions to BLMIS, UBS SA represented to the CSSF and potential investors that it actively managed Luxalpha's assets and monitored and adjusted the fund's investments "under the supervision and responsibility of the fund's Board of Directors."

133. Documents submitted to the CSSF on UBS SA's behalf also misrepresented UBS SA's custodial function. In a report dated January 15, 2008 entitled "Controls' Report of the Independent Auditor on the Custodian Bank Function in the Context of the CSSF Circular 02/81," to meet CSSF requirements, UBS SA purported to set forth complete lists of the funds for which it served as custodian and the sub-custodians that UBS SA used worldwide. Although Luxalpha was included in the list of funds in the report, neither Madoff nor BLMIS was identified as a sub-custodian and are nowhere to be found in the report. The report falsely lists Brown Brothers Harriman as the only sub-custodian that UBS SA used in the United States.

134. In an August 14, 2009 interview given to *Les Echos*, a French financial publication, the General Director of the CSSF confirmed that Luxalpha and UBS SA never disclosed—either to the CSSF or in sales prospectuses—that they had ultimately delegated custody of the fund’s assets to BLMIS, and that the non-disclosure violated UCITS law.

135. The 2009 Annual Report of the CSSF further confirms that the documents submitted to it on behalf of Luxalpha, upon which the CSSF based its decision to approve Luxalpha as a UCITS fund:

did not contain any reference either to the identity of B[L]MIS or to the multiple responsibilities carried on *de facto* by one entity. Between the launch of [Luxalpha] and the breakout of the Madoff affair in December 2008, the CSSF was never informed in a transparent manner, by the professionals involved, of the structure actually set in place nor [sic] of the role played in practice by B[L]MIS at different levels of this structure.

136. UBS SA’s legal department acknowledged that the delegation of both custodial and management authority to BLMIS was improper. UBS also knew that their failure to disclose Madoff and BLMIS in the sales prospectus was illegal under Luxembourg law. UBS AG admitted as much, with one employee stating, “[a]s far as I understand it, the bottom line seems to be that what the fund does is not in line with what the prospectus says (???)” Knowing that Luxalpha was neither structured nor managed as represented in its prospectuses, many UBS employees complained that the irregularities and non-disclosures put UBS at risk. UBS SA silenced the dissenting voices.

137. Following the delegation of custodial and management functions to BLMIS, UBS SA remained in regular contact with BLMIS. In addition to receiving account statements and trade confirmations from BLMIS, UBS SA communicated regularly with BLMIS via mail, fax, and telephone to request withdrawals from Luxalpha’s account and to address a variety of issues, including erroneous trade tickets, tax issues, and missing account statements.

138. UBSFSL was Luxalpha's administrator. In this role, UBSFSL was responsible for calculating Luxalpha's NAV, which is the total market value of each share of the fund, by independently verifying the execution of trades and prices at which those trades took place. For example, a UBS employee in 2006 requested confirmation of "the price of the maturity of the option SP100 P595 0506 which has been settled to 8.99 which is not the range from BB for that day."

139. UBSTPM replaced UBS SA as Luxalpha's nominal investment manager from August 2006 to November 2008. UBSTPM represented to the CSSF that it managed, administered, and monitored the fund's investment policies and restrictions.

140. When UBSTPM became Luxalpha's management company, UBS continued to conceal the delegation of the fund's management to BLMIS. Luxalpha's August 2006 prospectus states that UBSTPM:

[i]s responsible for the management, the administration and the distribution of the Fund's assets but is allowed to delegate, under its supervision and control, all or part of these duties to third parties. In case of changes or appointment of additional third parties, the prospectus will be updated accordingly.

141. No such "updated" prospectus disclosing Luxalpha's delegation of management to BLMIS was ever provided. Nor did UBSTPM ever attempt to exercise any "supervision" or "control" over BLMIS.

142. Such a complete abdication of UBS SA's asset management responsibilities came as a surprise even to the then-Head of Portfolio Management at UBS SA, Christian Schoen, who stated in a March 22, 2004 e-mail to another UBS SA employee:

I am wondering how this is supposed to work and how one can argue that we are officially the portfolio manager but do not have a cent posted to our books. To date I had assumed that Madoff certainly makes the trades and executes them, but that the assets lie with us and that in the end we settle the trades with Madoff. This way I would have been in a position to exercise a certain oversight function.

D. Access Knowingly Made Misrepresentations About Groupement Financier in Violation of Applicable Regulations

143. Access prepared marketing materials that included a chart detailing which French anti-fraud regulations that Groupement Financier satisfied.

144. In the chart, Access represented that Groupement Financier satisfied the French regulation requiring “custody of the assets . . . be held by one or more companies which are separate from the management company[.]” Access made this representation despite internal discussions regarding the falsity of the representation. An Access executive noted that “the same entity is both the custodian of the assets . . . and the management company,” and that “the prospectus does not identify Bernard L. Madoff or Bernard L. Madoff Securities LLC [as] either.”

145. Access also represented that the fund’s “assets in bank accounts are controlled by the directors of the fund,” but Groupement Financier’s directors, Littaye and Villehuchet, had delegated complete custody and control of the fund’s assets to BLMIS.

146. Another anti-fraud measure within the French regulations required a fund’s manager be registered with, and under the regulatory supervision of, a governmental financial regulatory agency. When an Access executive suggested satisfying this regulation by using AIA LLC, a New York entity registered with the SEC, Littaye immediately rejected the idea because it was “too risky (cf [Bernie Madoff]).”

THE DEFENDANTS WERE AWARE OF OBJECTIVE MARKET IMPOSSIBILITIES FOR WHICH THERE WAS NO PLAUSIBLE EXPLANATION OTHER THAN FRAUD

147. Once Luxalpha and Groupement Financier were operational, the defendants quickly became aware of numerous trading impossibilities at both funds. These impossibilities were not suggestive of fraud or mere warning signs that should have led to further inquiry. They were objective impossibilities—quantitative evidence that Luxalpha’s and Groupement

Financier's customer statements and trade confirmations reported non-existent securities transactions. These impossibilities were seen and understood by various Access-related professionals, including defendant Dumbauld, and Chris Cutler, a third-party consultant hired to examine signs of fraud. When Cutler presented the evidence of fraud he observed, the very people who had hired him ignored and suppressed his findings, even as those findings were corroborated by internal analysts.

A. Diligence Professionals Working for Access Identified Impossible Volumes of Options Trades and Other Serious Problems at BLMIS

148. Madoff's SSC strategy required the purchase and sale of vast numbers of S&P 100 Index options—volumes so large they raised serious concerns at Access. In 2006, spurred by these concerns, Dumbauld conducted his own analysis and concluded that the options trades reported by BLMIS could not be taking place. Dumbauld reported his findings to Villehuchet.

149. Access thus hired Cutler, a consultant doing business as Manager Analysis Services LLC, to provide a second opinion. Cutler specialized in performing due diligence services on hedge funds and had previously done work for Access relating to non-Madoff funds.

150. It took Cutler the equivalent of just four days' work to determine that there were serious problems with BLMIS. Cutler reviewed generally available information on BLMIS's business, its auditor, audit reports, available trade tickets, and descriptions of the SSC strategy. Access, however, forbade him from speaking to Madoff or anyone at BLMIS.

151. Cutler easily confirmed Dumbauld's concerns about reported options trades. Indeed, these were not marginal impossibilities. More often than not, BLMIS's reported options trades exceeded the volume of such options trades on the CBOE. This occurred hundreds of times.

152. As shown below in charts 1(a) and 1(b), the volume of S&P 100 put options BLMIS purported to trade on behalf of Luxalpha and Groupement (red bars) dwarfs the total volume of the respective S&P 100 put options traded on the CBOE (black bars).

Chart 1(a)

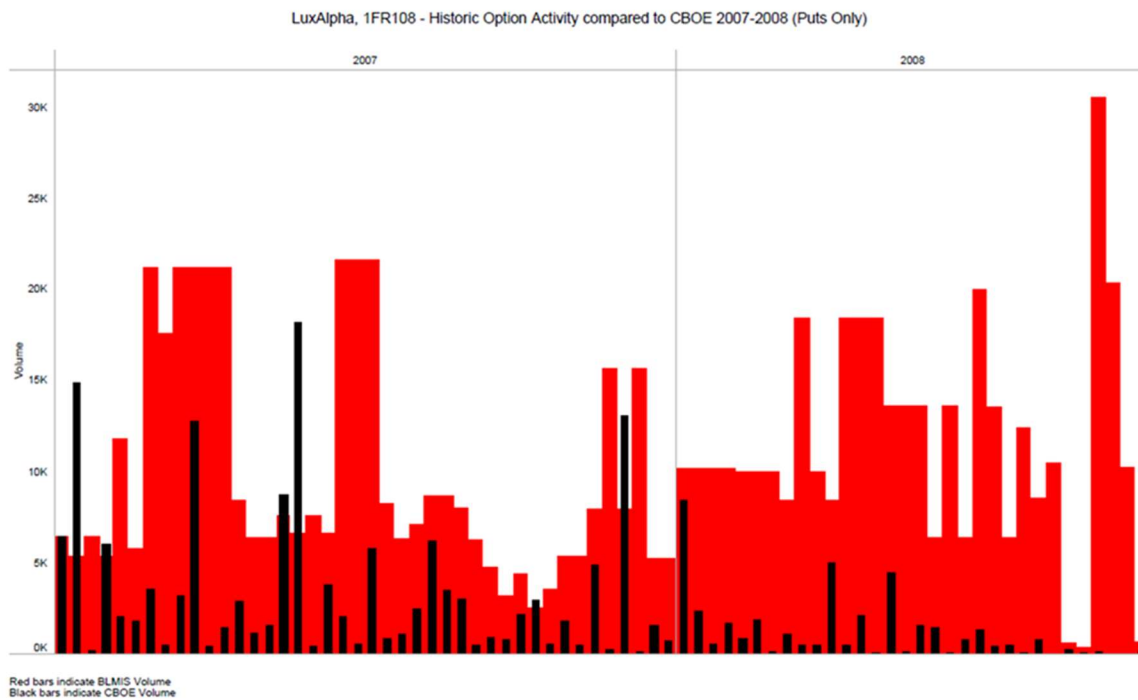
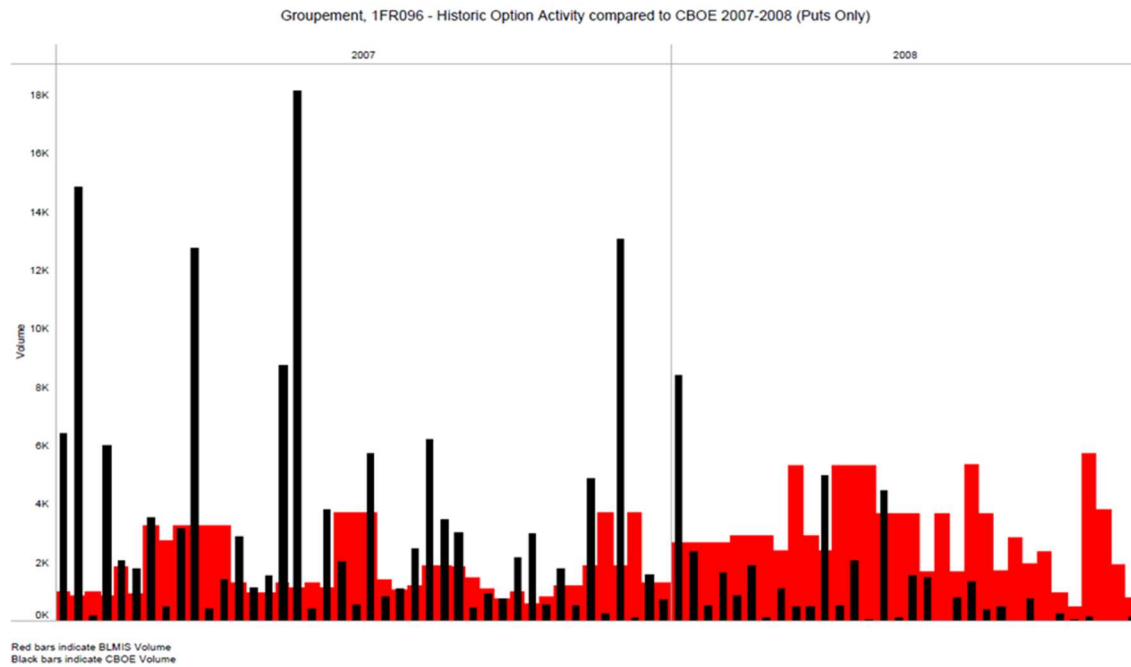


Chart 1(b)



153. Charts 2(a) and 2(b) below depict the volume of S&P 100 call options BLMIS purportedly traded on behalf of Luxalpha and Groupement Financier (blue bars) as compared to the entire CBOE exchange volume (black bars) for the respective options contracts.

Chart 2(a)

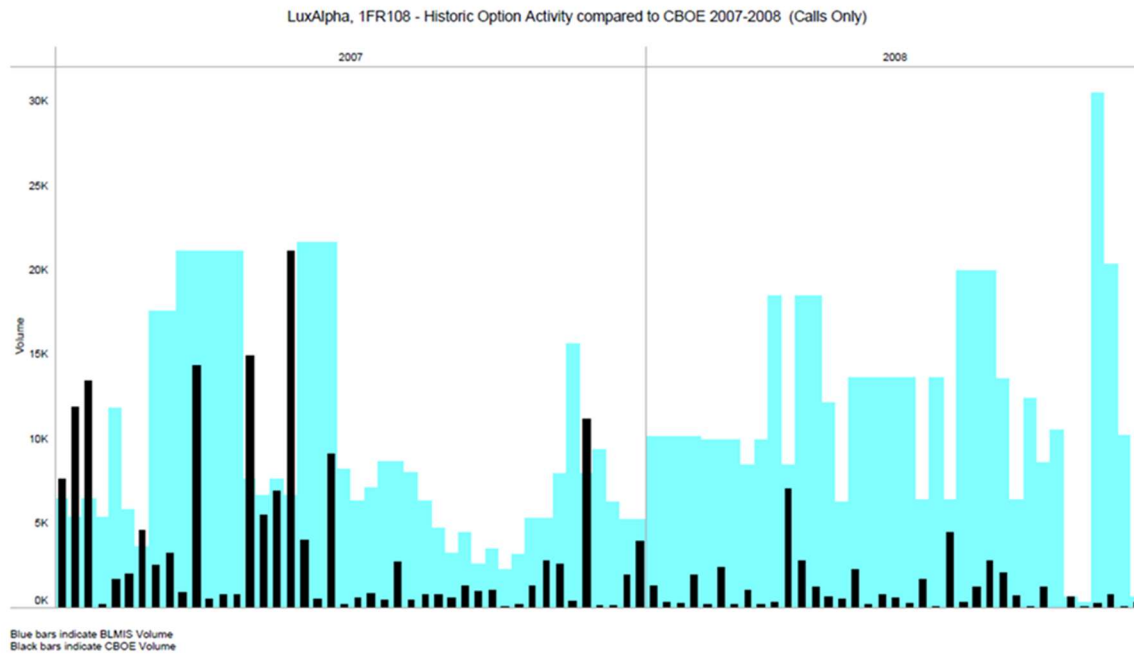
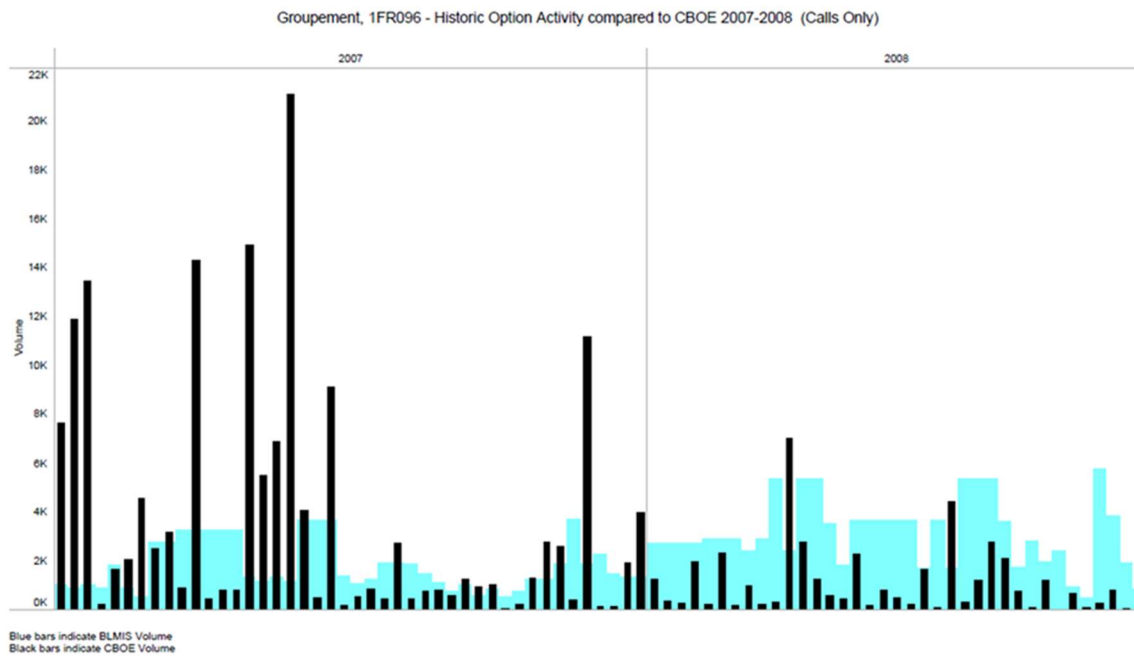


Chart 2(b)



154. There were 473 instances over the lifetime of Luxalpha and Groupement Financier where BLMIS's purported trading for Luxalpha and Groupement Financier exceeded the total CBOE volume. In 362 of these instances, the volume traded was at least twice the CBOE; in 151 instances, the volume traded was at least *ten times* the volume traded on the CBOE.

155. Access knew that BLMIS was purportedly trading the same options for hundreds of other accounts, underscoring the implausibility of Madoff's claims about options trading.

156. The problems Cutler discovered were not limited to options volumes. He also identified, among other things: (i) serious problems with the feasibility of Madoff's strategy; (ii) the lack of any independent verification of trades or assets; and (iii) the opportunity for fraud caused by the delayed, paper-confirmation-only way in which trades were reported to Access.

B. Cutler Recognized That the SSC Strategy Simply Could Not Work as Madoff Claimed, a Fact That Access Already Knew

157. In conducting his review of BLMIS, Cutler saw significant problems that went far beyond options trades. Looking at BLMIS as a whole, Cutler came to the same conclusion as UBS O'Connor had several years earlier and testified that he believed that "the strategy itself didn't make sense." In his 2006 analysis, Cutler observed, "EITHER extremely sloppy errors OR serious omissions in tickets. That's the best case ... arithmetic errors in the founder's [Madoff's] strategy description [found at another source], which is so basic that it suggests that the founder doesn't really understand the costs of the option strategy."

158. The SSC strategy purported to be a "collared" investment strategy that was supposed to track the S&P 100 while also tempering returns in volatile markets. But the virtual elimination of volatility would have been impossible under the SSC strategy. Properly implemented, the SSC strategy should have yielded results for Luxalpha and Groupement

Financier that were closely correlated to the S&P 100, but with less dramatic downswings or upswings.

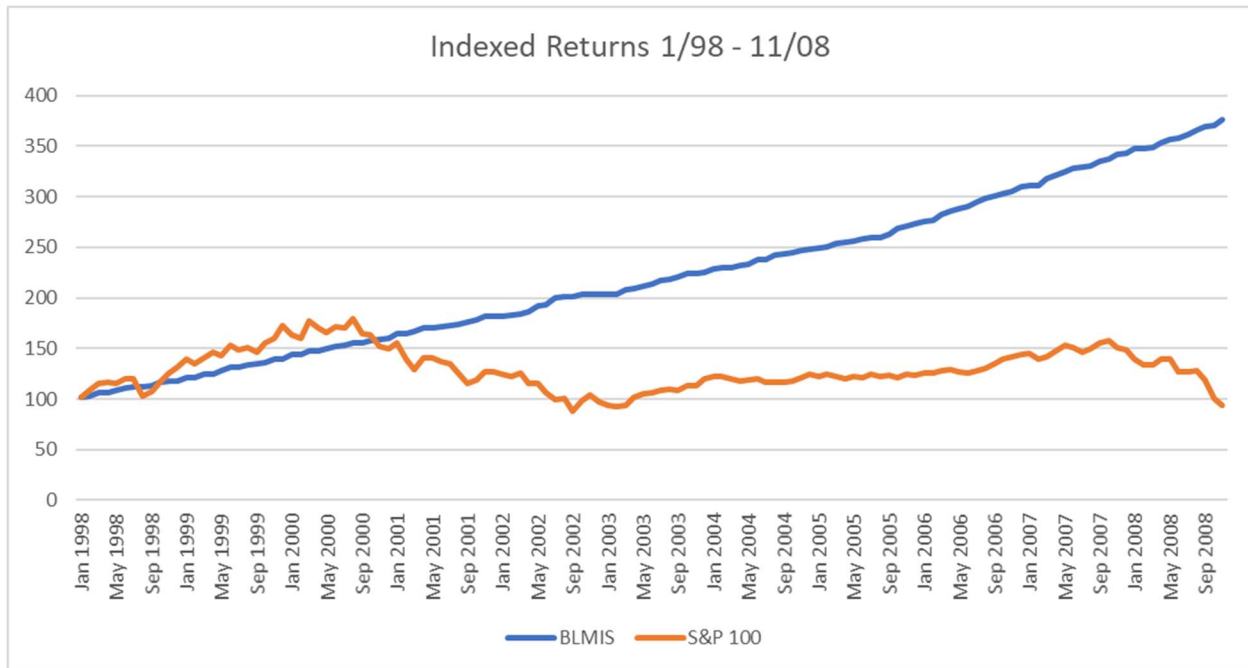
159. The S&P 100 index options (“OEX Options”) collars attached to BLMIS’s stock purchases should, in theory, have ensured that when the S&P 100 dropped, it would not drop as much for BLMIS investors. Collapses in stock price would be hedged by put contracts funded by the sale of call options. The effect of that strategy, however, would also limit gains when the S&P 100 went up.

160. Had BLMIS been deploying the SSC strategy, it would have been impossible for Luxalpha or Groupement Financier to post gains on their BLMIS investments when the S&P 100 was significantly down. This is because downswings were hedged only by put options. Exercising those options would not have turned losses into gains, it would simply have put a floor on losses.

161. Similarly, outperforming the S&P 100 during a major upswing should also have been impossible, as call options sold by BLMIS would have been exercised during a significant market upswing, putting a ceiling on gains.

162. Luxalpha’s and Groupement Financier’s respective account statements consistently show gains when the market was down. When the market was up, Luxalpha and Groupement Financier appeared to outperform the market. This is objectively impossible under the SSC strategy and reflects the same “IMPOSSIBLE” returns UBS O’Connor previously identified.

163. The following chart shows the complete and impossible lack of correlation between BLMIS and the S&P 100 index:



164. BLMIS’s returns purported to be immune to any market instability, enjoying consistently positive rates of return at all times, even during catastrophic market downturns such as the “dot com” bubble bursting of 2000, the 2000–2002 bear market, and the disastrous and unforeseeable market impact of September 11, 2001. The following table demonstrates the consistency of the Luxalpha and Groupement Financier returns and their lack of correlation to the S&P 100:

Year	Luxalpha Account Rate of Return	Groupement Financier Account Rate of Return	S&P 100 Rate of Return
2004	8.1% (partial year)	9.4%	4.5%
2005	10.5%	10.4%	(0.9%)
2006	13.1%	13.3%	15.9%
2007	11.0%	10.7%	3.8%
2008 (through Nov)	9.4%	9.3%	(36.9%)

165. During its 68-month operational life, Groupement Financier's BLMIS account had a negative rate of return in only one month. In the same period, the S&P 100 had a negative rate of return in 26 months. Likewise, Luxalpha's BLMIS account had only one month of negative performance during its 57-month operational life, whereas in the same period, the S&P 100 had a negative rate of return in 25 months.

166. Even before Cutler's analysis, an internal Access review of Oreades's returns conducted in 1999 identified and acknowledged the irregularity of BLMIS having "no negative months and very stable positive performance." The same impossible returns were repeated with Luxalpha and Groupement Financier.

167. Over the lifetime of Luxalpha's and Groupement Financier's accounts, BLMIS account statements and trade confirmations show that almost always, the trades beat the market—an impossibility. Approximately 83% of (reported) stock purchases occurred below the volume-weighted average price. Approximately 74% of (reported) stock sales occurred above the volume-weighted average price. Access and UBS possessed clear evidence that the frequency with which BLMIS purported to trade at the optimal price point was statistically impossible.

168. Prior to Cutler's analysis, there was skepticism that Madoff could legitimately achieve the consistent returns he reported through implementation of the SSC strategy. Access inquired whether Madoff was illicitly using his market-making operation for insight as to when the market would move.

169. Littaye suppressed Access's concerns regarding Madoff's suspected market-timing edge. Littaye reported that BLMIS had three models—short, middle, and long-term

models of the market—that Madoff used in making decisions of when to enter and exit the market. Access’s research staff, including Wogsberg, was never provided with any detail concerning these purported models, yet Access accepted them as an explanation of Madoff’s market-timing ability. The notion of short, middle, and long-term market models made no sense, especially because Madoff purported to move customer funds out of the market at quarter-end and into the market at the beginning of each quarter, regardless of the market’s prevailing performance—an act that was itself at odds with the SSC strategy.

C. Cutler and Others Understood That BLMIS’s Volume of Assets Under Management Was Too Large to Properly Implement the SSC Strategy

170. Even beyond the impossible options trades, Cutler concluded that “the size of his [Madoff’s] trades were so large that I did not see a way he could actually implement the trades without moving the market against him.” Madoff’s assets under management were simply too large to properly execute the SSC strategy—the strategy was not scalable.

171. In connection with financial markets, “scalability” refers to an investment strategy’s ability to handle higher trading volumes or growing assets under management. As assets under management increase, it becomes more difficult for a manager to find opportunities of a scale proportional to a fund’s growing size.

172. The SSC strategy, which purported to capitalize on market inefficiencies, was limited because there were fewer opportunities in S&P 100 Index components because they were so efficiently traded. The purported strategy was further restricted by the limited volumes of stock in the S&P 100 Index companies and in the S&P 100 Index options relative to BLMIS’s purported assets under management.

173. The SSC strategy was not scalable for the amount of BLMIS’s purported assets under management. As early as October 2002, a memo Access prepared and shared with UBS

states: “assets in [BLMIS’s trading] accounts are estimated to exceed \$10 billion in the aggregate.” Thus, even before the creation of Luxalpha and Groupement Financier, Access and UBS SA knew that BLMIS purportedly held more than \$10 billion of assets under management.

174. In December 2004, an Access client, a Swiss bank, demanded an explanation for how BLMIS’s purported trades could be taking place at the volumes managed by BLMIS, knowing that trading at such volumes was impossible.

175. In March and May 2006, the same Access client continued expressing concerns and seeking explanations concerning the volume of Madoff’s purported options trading.

176. In 2006, BLMIS began publicly disclosing its assets under management in Form ADVs filed with the SEC, reporting that it had approximately \$11.7 billion as of July 2006, \$13.2 billion as of December 2006, and \$17.1 billion as of December 2007. Access and UBS SA reviewed BLMIS’s filings.

177. For each of the baskets and options trades, the markets could not possibly bear the volume of trades Madoff purported to make.

D. Cutler and Access Could Not Identify Any of Madoff’s Counterparties, Marking a Significant Risk to Luxalpha and Groupement Financier

178. Despite Cutler’s efforts to understand how, and with whom, Madoff entered into options contracts, Cutler could not explain it, stating, “I just can’t find the other side of the trade.”

179. Madoff initially purported to trade options contracts on the CBOE. But when customers questioned whether there was adequate volume on the CBOE, Madoff changed his story and claimed to be trading options contracts over-the-counter. This created a new problem for Madoff, as options trades executed via the CBOE are guaranteed by that exchange. Over-the-counter trades, however, require willing counterparties, whose performance is not

guaranteed. Cutler correctly identified that the inability to identify counterparties created a major risk for Luxalpha and Groupement Financier.

180. BLMIS thus purported to enter into vast numbers of private options contracts as Luxalpha's and Groupement Financier's agent. Had the counterparties to those contracts defaulted or otherwise failed to perform, Luxalpha and Groupement Financier would have been exposed to substantial losses.

181. It was not just Cutler who understood the problem with BLMIS's counterparties. In August, September, and October of 2006, representatives of a client of Access, a Swiss private bank, requested disclosure of the counterparties due to credit risk concerns raised by their auditors.

182. The inquiry from the Swiss private bank prompted Madoff to call Littaye at Access. Littaye's notes of that call indicate that Madoff stated he would not identify the counterparties for the options trades unless there was a default, and that there was no risk because the options were part of "portfolio assurance programs." Littaye's notes further indicate that he had never heard of a "portfolio assurance program" and had no idea what such a program was.

183. Littaye then conveyed Madoff's response to the Swiss private bank. In internal notes and emails, the bank observed that Littaye "did not understand the reply from [Madoff] and was unable to elaborate on it," and that Littaye's explanation was "not very credible." Faced with this troubling response from Madoff, Villehuchet called an employee of the Swiss bank and asked that the bank not send any more inquiries directly to Madoff.

184. Madoff refused to identify the counterparties, claiming he had to prevent his customers from dealing directly with the counterparties, and that the names of parties were

“proprietary.” The defendants never reviewed any form of draft or final counterparty agreement or OTC transaction confirmation. Indeed, the defendants never knew the identities of these options counterparties because they did not exist.

185. U.S. regulators were also eager to identify Madoff’s counterparties. On June 16, 2006, the SEC’s Enforcement Staff sent a draft document request to UBS’s offices in the U.S. in an attempt to verify whether any of UBS’s European affiliates had served as one of Madoff’s purported OTC option counterparties. Instead of providing the SEC with a direct answer, UBS’s U.S. offices claimed to be unable to access the relevant data from Europe, and informed the SEC’s Enforcement Staff that it would have to seek the relevant information directly from Europe. However, UBS knew in 2006 that no UBS entity had ever acted as a counterparty to an options trade with BLMIS’s IA business.

186. In 2004 and 2006, Luxalpha also falsely reported in Risk Approach Memos prepared for Luxalpha’s auditors that BLMIS’s option counterparties were approved by UBS AG as Luxalpha’s promoter. No such counterparties were ever identified to, or approved by, UBS AG. Of course, no such counterparties ever existed.

E. Cutler Concluded in 2006 That Access Should Exit All of Its Investments With BLMIS—But His Conclusions Were Ignored and Suppressed

187. Upon completing his review, Cutler’s ultimate conclusion was unequivocal: in an April 20, 2006, email to Dumbauld, Cutler said, “Ted, if this [BLMIS] were a new investment product, not only would it simply fail to meet due dili standards: **you would likely shove it out the door.**”

188. Cutler further concluded that BLMIS certainly did not meet his standards and recommended that Access exit all of its investments with BLMIS. Despite the obvious significance of his conclusions, Cutler was not asked to produce a formal report or to put his

findings in writing, despite having done so in the past when advising Access with regard to other investments.

189. Cutler conveyed his conclusions in an oral report given to Access's inner circle. In late April or early May 2006, Cutler attended a lunch meeting at the University Club in New York. Present at the meeting were Littaye, Villehuchet, Dumbauld, and Chantal Lanchon, a long-time, trusted adviser to Littaye and Villehuchet who worked for Access from time to time. Cutler conveyed his conclusion at this meeting that Access should exit BLMIS and concentrate on building other aspects of its business.

190. As Cutler was conveying his conclusion, he was interrupted by Littaye, who said that he questioned Cutler's "business judgment" given that Access's BLMIS business was "going well," while the other parts of its business were not going well.

191. On May 9, 2006, Cutler sent an e-mail to Dumbauld concerning the University Club lunch which stated in relevant part:

Ted, I did my best to inject doubt in a courteous yet effective manner. I would actually like to follow up with Patrick via phone.

On May 10, 2006, Dumbauld replied:

I believe you handle[d] the lunch perfectly. As you could tell, Patrick is highly sensitive and defensive of the situation. We have not had a chance to discuss post lunch; I will give you some feedback when I have it. I will also let you know about a call with Patrick.

192. There was never any follow-up conversation; Cutler was never given any feedback on the fraudulent options volume that he so easily identified.

193. Cutler's findings were not shared with anyone else at Access, including its research and marketing staff. In his Rule 2004 examination, Cutler testified that it was

“understood” that his conclusion would not be shared beyond those who attended the University Club lunch meeting.

194. On May 12, 2006, the Access Products Committee held a meeting that was attended by, among others, Littaye, Villehuchet, Dumbauld, and Lanchon. The minutes from that meeting state:

As a result of the conversations we had recently with various sources, it was decided we need to add additional disclosures to the monthly report describing monthly portfolio movements. **The disclosure needs to make clear that AIA is dependent on the information provided to us by BMI and that we do not validate the accuracy of that information.** (Emphasis added.)

EVEN BEYOND CUTLER’S ANALYSIS, BLMIS’S STRUCTURE AND OPERATIONS PROVIDED AMPLE EVIDENCE OF FRAUD

A. Madoff’s Unusual Fee Structure

195. The customary investment advisory fee charged by a hedge fund manager ranges from 1% to 2% of assets under management plus a performance fee of 10% to 20% of profits earned by the investment. Fees normally run higher for investment advisers with a history of success. BLMIS did not charge investors any traditional management or performance fees. Madoff was purportedly satisfied with simply charging BLMIS’s IA Business customers \$1 per option contract and \$0.04 per equity share traded. Compared with industry practice, this fee structure had Madoff leaving hundreds of millions, if not billions, of dollars on the table. As UBS O’Connor noted, the “simple fact that an investor has to start considering how the fund and the [broker/dealer] benefit one another is a non-starter,” and was reason enough to stay away from BLMIS investment.

196. Other industry professionals also realized that BLMIS’s highly unusual fee structure was a serious warning sign.

B. Madoff's Insistence on Secrecy

197. Madoff insisted that his name not appear in any official offering document relating to the Feeder Fund Defendants. Access acquiesced to that request even when the absence of Madoff's name from such documents would violate applicable laws.

198. Madoff's name was not allowed to appear as the custodian, primary broker, or manager for any fund. The Feeder Fund Defendants' offering documents reflected only that an Access entity was the fund manager.

199. In 2000 Access instructed that "[Madoff] should not appear in any official document." In a 2004 document, Littaye wrote, "[w]e underline the confidentiality of the product, and insist on the fact that [Madoff's] name must never be published."

200. During a May 10, 2006 lunch, Madoff asked Littaye if his name was mentioned in Luxalpha's prospectus. In his notes on the meeting, Littaye wrote that he assured Madoff that "by no means" did Madoff's name appear in the prospectus.

201. UBS also complied with Madoff's demand for secrecy. In addition to omitting Madoff's name from Luxalpha's offering documents and the Control Report on custodian bank functions submitted to the CSSF, UBS SA also took steps to remove all references to Madoff from UBS audit reports prepared by Ernst & Young.

202. UBS created the façade that Luxalpha's custodial and managerial duties were divided between two Luxembourg companies, UBS SA and UBSTPM, when in fact, from the first day of Luxalpha's operation, both roles rested solely with BLMIS in New York.

C. Madoff's "Strip Mall" Auditor Was Not Qualified or Capable of Auditing a Global Investment Management Company With Billions of Dollars Under Management

203. BLMIS's auditor was Friehling & Horowitz, a three-person accounting firm in suburban Rockland County, New York. Friehling & Horowitz employed only one Certified

Public Accountant. Its two other employees were an administrative assistant and a semi-retired accountant living in Florida.

204. Access knew that BLMIS was using a small, unknown auditing firm for the reports it filed with the SEC and provided to investors. Wogsberg expressed concern after preliminary research on Friehling & Horowitz but Littaye quashed any further inquiry.

205. Access was aware that Friehling & Horowitz was incapable of providing auditing services to a global investment adviser of BLMIS's purported size, with billions of dollars under management.

206. As sophisticated market participants, Access, along with UBS, also knew that all accounting firms that perform audit work must enroll in the American Institute of Certified Public Accountants' ("AICPA") peer review program. This program involves having experienced auditors assess a firm's audit quality periodically. The results of these peer reviews are on public file with the AICPA. Friehling & Horowitz never appeared on the public peer review list because Friehling and Horowitz had notified the AICPA that it did not perform audits.

**LUXALPHA'S AND GROUPEMENT FINANCIER'S TRADE STATEMENTS ALSO
CONTAINED MANY OTHER INDICIA OF FRAUD**

A. BLMIS Purported to Trade Equities Outside the Daily Reported Price Range

207. BLMIS trade confirmations showed the prices for every purported purchase and sale of stocks and options. The Luxalpha and Groupement Financier BLMIS trade confirmations showed many trades executed outside the daily price range. Over the lifetime of these accounts, there were no fewer than 100 instances where BLMIS purported to execute an equity trade at a price that fell outside the publicly reported daily price range. Even one such instance should have been sufficient to reveal the existence of a fraud. Both Access and UBS, who each received

and reviewed copies of BLMIS's trade confirmations for Luxalpha and Groupement, were aware of these impossibilities.

B. Luxalpha and Groupement Financier Regularly Had Negative Cash Balances With BLMIS

208. On at least 28 occasions, for a total of 73 days, Luxalpha's cash balance with BLMIS had a negative value. When Luxalpha's cash balance was negative, its average value was negative \$7,342,851.

209. On at least 43 occasions, for a total of 122 days, Groupement Financier's cash balance with BLMIS had a negative value. When the Groupement Financier cash balance was negative, its average value was negative \$4,495,183.

210. In one such instance, on March 3, 2006, Littaye sent a fax to BLMIS requesting a \$16,000,000 withdrawal from Groupement Financier's account. The request from Littaye asked that securities be redeemed to fund the withdrawal. On March 8, 2006, BLMIS issued a \$16,000,000 wire to Groupement Financier's account at the Bank of Bermuda.

211. The account statements sent to and reviewed by Access and UBS show that, as of the time of Littaye's request, the cash balance at the beginning of the month in Groupement Financier's BLMIS account was \$0.88, no securities were redeemed before the withdrawal, and that after the withdrawal the account cash balance was negative \$15,435,156.36 and was not returned to a positive balance until March 16, 2006, when equities and call options were purportedly sold.

212. UBSFSL, as the administrator to not only Luxalpha and Groupement Financier but also to Luxembourg Investment Fund, another BLMIS feeder fund, tracked the funds' cash balance, and noted that, from time to time, the funds had a negative cash balance. For example,

in July 2006, UBSFSL recognized that Luxembourg Investment Fund had been in an “overdraft position” for several weeks and attempted to obtain an explanation for that “leverage situation.”

213. In another example, on July 1, 2004, UBS SA employees sent a fax to BLMIS requesting a \$4,000,000 withdrawal from Luxalpha’s account. On July 6, 2004, BLMIS issued a \$4,000,000 wire to Luxalpha’s account at UBS AG. The account statements sent to and reviewed by Access and UBS showed that, as of the time of the request, the cash balance in Luxalpha’s BLMIS account was \$0.47. After the withdrawal, the account cash balance was negative \$3,952,257.79. The account was not returned to a positive balance until July 12, 2004, when Treasury Bills were purportedly sold.

214. Luxalpha and Groupement Financier did not have margin accounts with BLMIS and BLMIS never charged Luxalpha or Groupement Financier any interest for its margin trades, effectively providing millions of dollars of interest-free loans. No legitimate institution would have advanced the funds millions of dollars at zero percent interest.

C. The Dividend Activity Shown on Luxalpha’s and Groupement Financier’s Statements Was Impossible

215. At various times when not in the market, BLMIS customer funds were purportedly invested in a money market fund that also paid dividends. Typically, money market funds declare dividends daily and pay them monthly. If an entity transacts in a money market fund multiple times in one month, that activity is tracked, the proper dividend is accrued for the days invested, and the dividend is paid once per month.

216. Luxalpha and Groupement Financier’s customer statements and trade confirmations reflected numerous anomalies relating to dividends. Ninety-nine percent of the money market dividends purportedly received were noted as being received on dates different than the disclosed dividend payment date. In addition, in more than sixty percent of months in

which money market dividends were paid, the statements noted multiple payments in the same month—even though the money market funds at issue paid dividends only once a month.

D. BLMIS Reported Trades for Luxalpha and Groupement Financier That Were Inconsistent With the SSC Strategy

217. Madoff's options trades on behalf of Luxalpha and Groupement Financier often showed significant gains from speculative options trades that were inconsistent with the SSC strategy. Certain of these transactions involved short-term options trading that resulted in substantial gains for Luxalpha and Groupement Financier. For example, in 2008, Luxalpha and Groupement Financier each participated in two of these trades, which generated gains of approximately \$17.5 million and \$4.7 million, respectively. These gains were purportedly achieved through speculation in the options market, leaving the underlying basket of securities exposed to potentially significant losses, and contradicting the inherently conservative premise of the SSC strategy. Between 2003 and 2008, Luxalpha and Groupement Financier together benefited in excess of \$30 million from such trades.

218. Another example of transactions that were not consistent with the SSC strategy were instances in which Madoff purported to sell a specific stock or stocks from a basket before the rest of the basket was liquidated. Not only was the premature sale of stock inconsistent with the SSC strategy, but the liquidation of these positions should have caused Madoff to adjust the options collar for the basket, which he almost always failed to do. When purported hedges were not adjusted based on changes in the value of the equity position, the BLMIS accounts were left exposed to market risk, and this additional risk was not an element of the SSC strategy.

219. Both of these trading activities contradicted the SSC strategy and were known to Access and UBS, who regularly reviewed Madoff's account statements and trade confirmations.

E. Madoff's Practice of Providing Only Hard Copy Trade Confirmations Defied Industry Practice and Facilitated Fraud

220. Access knew that the trade confirmations received from BLMIS were only in a hard copy, paper format and were delayed because they were sent via regular mail, sometimes several days after the purported trade.

221. Access also knew that it was "abnormal" in the mid-2000s not to have more prompt, electronic access to such information.

222. As a result of BLMIS's delays in providing trade information, AML provided UBS SA with backdated monthly investment recommendations for Luxalpha.

F. BLMIS's Trade Confirmations Frequently Contained Settlement Anomalies in Purported Options Transactions

223. According to industry standards, the settlement date for exchange-listed options is the business day following the trade date, referred to as "T+1." Trade confirmations produced by BLMIS and sent to UBS and Access regularly showed options transactions that settled more than one day after execution. All of the options trade confirms showed CBOE-traded OEX Options, which would have been subject to the T+1 settlement date.

224. Approximately 51% of Luxalpha's, and 48% of Groupement Financier's, purported options transactions settled at least three business days after execution and therefore did not comply with standard market practices.

G. BLMIS Avoided Reporting Requirements by Consistently Claiming to Be Out of the Market at Quarter-End and Year-End Even Though Such Behavior Was Inconsistent With the SSC Strategy

225. Various SEC reporting requirements are triggered when securities are invested in the market at either the end of the quarter or the end of the year. To evade these reporting requirements, Madoff purported to liquidate all investments at those times, and invest the proceeds in Treasury Bills.

226. Luxalpha's and Groupement Financier's account statements showed no equity positions at quarter- and year-end.

227. Madoff's practice of exiting the market according to the calendar, rather than market or economic indicators, was a badge of fraud. Defendants knew that Madoff touted "market timing" as a cornerstone of the SSC strategy and that Madoff's practice of liquidating all stocks and options at quarter- and year-end contravened that strategy.

IMPUTATION OF KNOWLEDGE FROM UBS AND ACCESS TO LUXALPHA AND GROUPEMENT FINANCIER

228. Access and UBS were intertwined with respect to BLMIS feeder funds, and worked closely together for purposes of creating and growing Luxalpha's and Groupement Financier's investments in BLMIS.

229. At all times, UBS and Access dominated and controlled Luxalpha and Groupement Financier. Neither Luxalpha nor Groupement Financier ever had any employees or office space. Rather, UBS and Access operated the funds as a single enterprise, of which they were the constituent parts.

230. Littaye and Villehuchet co-founded and co-owned Access. Littaye and Villehuchet were executives and directors of Access. Access operated under the direction and control of Littaye and Villehuchet at all times.

231. UBS and Access created Luxalpha. UBS served as Luxalpha's official sponsor, custodian, administrator, and manager, while Access served in official advisory and managerial roles. Both Access and UBS received Luxalpha's BLMIS account statements and trade confirmations.

232. Luxalpha's board of directors was at all times composed of UBS SA and Access principals—including Littaye and Delandmeter. As directors of Luxalpha, Littaye's and Delandmeter's conduct and/or direct knowledge of fraud at BLMIS is imputed to the fund.

233. Likewise, Access created Groupement Financier. UBS SA served as the official prime bank and UBSFSL served as the administrator of Groupement Financier, while Access served in official management and advisory roles. Both Access and UBS received Groupement Financier's BLMIS account statements and trade confirmations.

234. The board of directors of Groupement Financier was at all times composed of Access founders Littaye and Villehuchet. Littaye and Villehuchet carried out actions as directors and officers of Groupement Financier, and their conduct and/or direct knowledge of fraud at BLMIS is imputed to Groupement Financier.

235. Further, Littaye and Villehuchet carried out actions as directors and officers of Access, and their conduct and/or direct knowledge of fraud at BLMIS is imputed to Access.

236. UBS and Access were Luxalpha's and Groupement Financier's agents, and their conduct and/or direct knowledge of fraud at BLMIS is imputed to these two funds.

THE TRANSFERS

The Initial Transfers

237. Before the Filing Date, Luxalpha maintained BLMIS account no. 1FR108 and Groupement Financier maintained BLMIS account no. 1FR096 (collectively, the "Accounts"), as set forth on Exhibit A. Each Feeder Fund Defendant executed, or caused to be executed, BLMIS Account Opening Agreements (as defined herein) for its account, and delivered, or caused those documents to be delivered to BLMIS at BLMIS's headquarters at 885 Third Avenue, New York, New York.

238. The BLMIS Account Opening Agreements were to be performed in New York through securities trading activities that would take place there. The Accounts were held in New York and the Feeder Fund Defendants sent funds to BLMIS and/or to the 703 Account at JPMorgan Chase in New York for application to the Accounts and the purported conducting of trading activities.

239. The Feeder Fund Defendants collectively invested approximately \$2 billion with BLMIS through more than 150 separate transfers via check and wire directly into the 703 Account.

240. During the two years preceding the Filing Date, BLMIS made transfers to the Feeder Fund Defendants of approximately \$1.01 billion (the “Initial Transfers”). The Initial Transfers included transfers of approximately \$735 million to Luxalpha and approximately \$275 million to Groupement Financier. Each of the Initial Transfers is avoidable under § 548 of the Bankruptcy Code, and applicable provisions of SIPA, particularly 15 U.S.C. § 78fff-2(c)(3). Each of the Initial Transfers is recoverable under § 550(a)(1) of the Bankruptcy Code, and applicable provisions of SIPA, particularly § 78fff-2(c)(3). The Feeder Fund Defendants received each of the Initial Transfers while willfully blind to circumstances suggesting a high probability of fraud at BLMIS.

241. Charts setting forth the Initial Transfers are included as Exhibits B and C. The Initial Transfers were and continue to be customer property within the meaning of 15 U.S.C. § 78lll(4).

The Subsequent Transfers

242. Based on the Trustee’s investigation to date, the Feeder Fund Defendants subsequently transferred some of the Initial Transfers to Access as payment for their alleged service of the Feeder Fund Defendants. In addition, some of the initial transfers to Groupement

Financier were subsequently transferred to Groupement Levered. Groupement Levered then subsequently transferred the initial transfers to Access. All of these payments constitute subsequent transfers of Initial Transfers. All avoidable transfers from BLMIS to the Feeder Fund Defendants, which they subsequently transferred, either directly or indirectly, to Access (the “Subsequent Transfers”), are recoverable from the Subsequent Transferee Defendants (as defined herein) under § 550(a) of the Bankruptcy Code and applicable provisions of SIPA and N.Y. Debt. & Cred. Law §§ 273-279.

243. Based on the Trustee’s investigation to date, AIA Ltd., AIA LLC, AP (Lux), and AML (f/k/a AIA (Lux)) received at least \$100.6 million in Subsequent Transfers, including but not limited to:

- a. AIA Ltd. received at least \$25.4 million in fees from UBS SA pursuant to a February 5, 2004 “Consulting and Exclusive Introducing Agreement,” which consisted of fees received by UBS SA from Luxalpha for serving as Luxalpha’s official manager. AIA Ltd. also received at least \$28.5 million in fees from UBSTPM under an August 1, 2006 “Client Introducer Agreement,” which consisted of fees received by UBSTPM from Luxalpha for serving as Luxalpha’s official manager. AIA Ltd. further received at least \$15 million in fees from Groupement Financier for serving as the official manager of Groupement Financier from 2003 to December 2008, and received at least \$400,000 in fees for serving as the official manager of Groupement Levered from 2003 to December 2008.
- b. AIA LLC received at least \$189,000 in fees from UBS SA in connection with its role as official portfolio adviser to Luxalpha from August 2004 to August 2006, which consisted of fees received by UBS SA for serving as Luxalpha’s official manager. These fees were pursuant to a contract entered into between UBS SA and AIA LLC which contains a New York choice of law provision.
- c. AP (Lux) received at least \$17.8 million in fees from UBSTPM for serving as the investment adviser to Luxalpha from 2007 to December 2008, consisting of fees received by UBSTPM from Luxalpha for serving as Luxalpha’s official manager. AP (Lux) also received at least \$8.4 million in fees from Groupement Financier for serving as the official investment adviser to Groupement Financier from 2007 to December 2008, and received an additional \$2.5 million in fees from

Groupement Levered for serving as the official investment adviser to Groupement Levered from 2007 to December 2008.

- d. AML (f/k/a AIA (Lux)) received at least \$2.4 million in fees from Groupement Financier for serving as the investment adviser to Groupement Financier from 2003 to 2007, and received at least \$50,000 for serving as the investment adviser to Groupement Levered from 2003 to 2007. In addition, AML (f/k/a AIA (Lux)) received fees from UBS SA in connection with its role as official portfolio adviser to Luxalpha from February 2004 to August 2004, which consisted of fees received by UBS SA from Luxalpha for serving as Luxalpha's official manager, in an amount to be proven at trial.

244. Based on the Trustee's investigation to date, Villehuchet, and Ms. Villehuchet received millions of dollars of Subsequent Transfers, in an amount to be proven at trial. At all relevant times, each of AIA Ltd., AIA LLC, AP (Lux), and AML (f/k/a AIA (Lux)) was either completely or nearly-completely owned by Littaye and Villehuchet. At various times, Villehuchet also served as a director of AIA Ltd., AP (Lux), and AML (f/k/a AIA (Lux)). A significant amount of the Subsequent Transfers received by AIA Ltd., AIA LLC, AP (Lux), and AML (f/k/a AIA (Lux)) were subsequently transferred to Villehuchet, either directly or indirectly, in the form of distributions, payments, or other transfers of value. Among other transfers, Villehuchet received \$6.5 million in compensation paid from bank accounts controlled by Access's New York office from 2004 through 2008. The transfers Villehuchet received are recoverable from Ms. Villehuchet, as the executrix and sole beneficiary under Villehuchet's will.

245. Based on the Trustee's investigation to date, a portion of the Subsequent Transfers received by AIA Ltd., AIA LLC, AP (Lux), and AML (f/k/a AIA (Lux)) were subsequently transferred to Dumbauld, in an amount to be proven at trial. At minimum, Dumbauld received \$1.25 million in compensation paid from bank accounts controlled by Access's New York office from 2004 through 2007. Dumbauld received these transfers as

distributions, payments, or other transfers of value in connection with his role as Access partner and Chief Investment Officer.

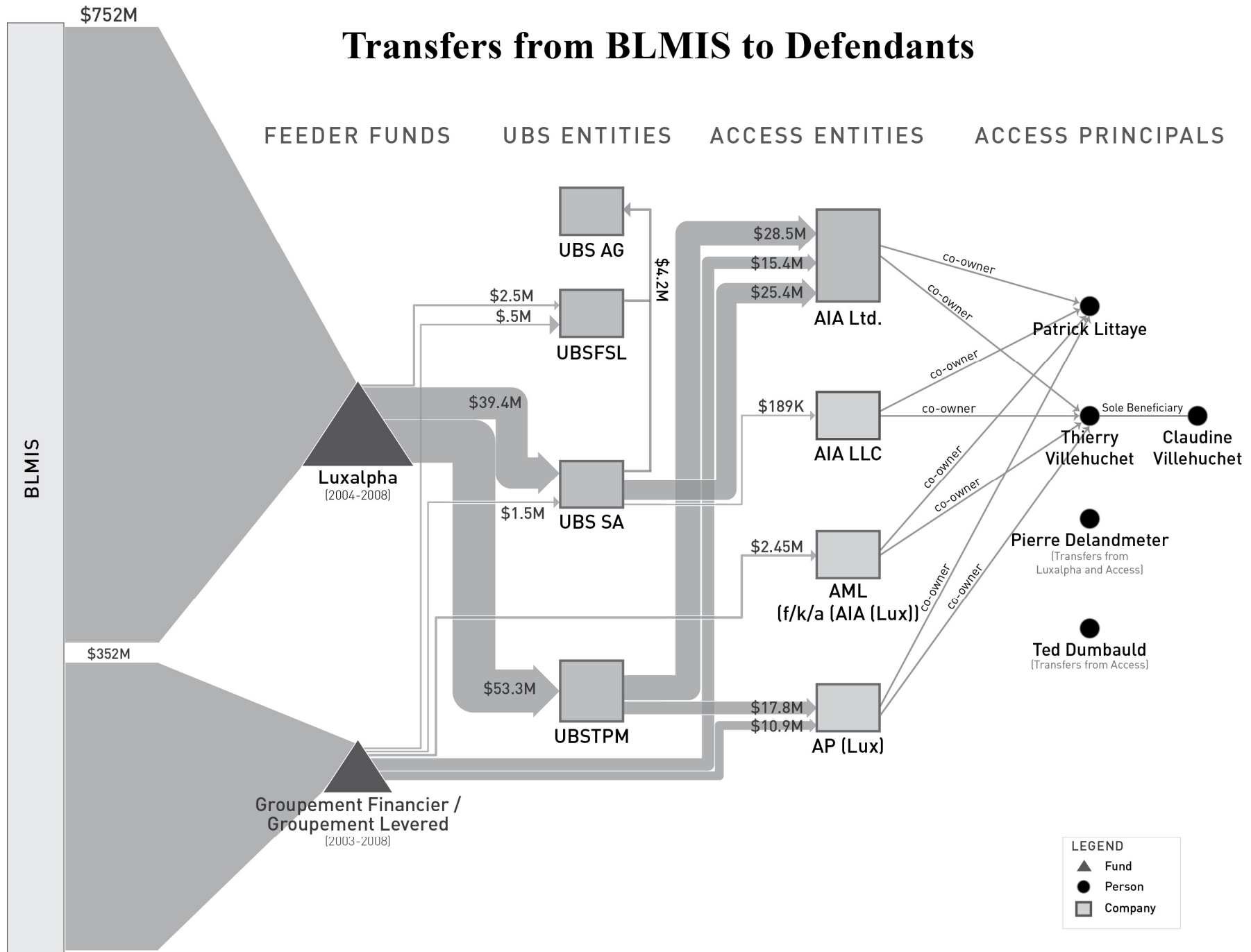
246. AIA LLC, Ms. Villehuchet, and Dumbauld (the “Subsequent Transferee Defendants”) received each of the Subsequent Transfers while willfully blinding themselves to circumstances suggesting a high probability of fraud at BLMIS.

247. To the extent that any of the avoidance and recovery counts may be inconsistent with each other, they are to be treated as being pleaded in the alternative.

248. The Trustee’s discovery and investigation is ongoing, and the Trustee reserves the right to: (i) supplement the information on the Initial Transfers, the Subsequent Transfers, and any additional transfers; and (ii) seek avoidance and recovery of such transfers.

249. The following chart summarizes the Initial Transfers and the Subsequent Transfers:

[This Space Intentionally Left Blank]



CUSTOMER CLAIMS

250. On or about March 2, 2009, a customer claim was filed with the Trustee and designated as Claim No. 004419. On March 3, 2009, a customer claim was filed with the Trustee and designated as Claim No. 005725. Claim Nos. 004419 and 005725 were signed by Ralf Schroeter and Alan Hondequin and each claim was in the amount of \$1,537,099,731. Messrs. Schroeter and Hondequin were UBS employees as well as Luxalpha directors. In addition, on or about March 2, 2009, UBS SA filed with the Trustee an additional customer claim on behalf of Luxalpha, designated as Claim No. 005025, also in the amount of \$1,537,099,731. These customer claims are collectively referred to herein as the “Customer Claims.” The Trustee objected to the Customer Claims.

251. Luxalpha has taken the position that a factual dispute exists with regard to whether Luxalpha itself maintained an account at BLMIS or filed the Customer Claims.

252. Specifically, Luxalpha has asserted that Account 1FR108 was maintained and legally owned by UBS SA.

253. Luxalpha has also disavowed the Customer Claims by asserting that UBS SA, and not Luxalpha, filed the Customer Claims and that UBS SA did so only for purposes of protecting its own interests, not in Luxalpha’s interest, and limiting UBS’s potential liability to Luxalpha in Luxembourg.

254. There continues to be an ongoing litigation between Luxalpha and UBS in Luxembourg.

255. Luxalpha has further asserted that neither its BLMIS account nor the Customer Claims can be attributed to Luxalpha for purposes of determining whether Luxalpha had contact with or otherwise availed itself of the privileges of this jurisdiction.

256. Although Luxalpha has acknowledged that UBS SA was an agent of Luxalpha, it has asserted that there is a question as to whether UBS SA, as such agent, was acting within the scope of its authority when it filed the Customer Claims.

COUNT ONE
EQUITABLE SUBORDINATION OF CUSTOMER CLAIMS

Against Luxalpha

257. The Trustee incorporates by reference the allegations contained in the previous paragraphs of this Complaint as if fully realleged herein.

258. Luxalpha engaged in inequitable conduct, including the conduct described in this Complaint.

259. Based on Luxalpha's inequitable conduct, BLMIS's customers have been misled as to the true financial condition of BLMIS, and have been induced to invest without knowledge of the actual facts regarding BLMIS's financial condition, and/or customers and creditors are less likely to recover the full amounts due to them.

260. Luxalpha's conduct enabled Madoff to prolong the Ponzi scheme that resulted in injury to all customers and creditors of the BLMIS estate and conferred an unfair advantage on Luxalpha.

261. Before the filing date, Luxalpha benefited by the withdrawal of at least \$766 million from BLMIS. But for these withdrawals, there would have been additional customer property available for distribution on the Filing Date.

262. The Court should exercise the full extent of its equitable powers to ensure that claims, payments, or benefits, of whatever kind or nature, which are asserted or sought by Luxalpha directly or indirectly against the estate—and only to the extent such claims are

allowed—are subordinated for distribution purposes pursuant to sections 510(c)(1) and 105(a) of the Bankruptcy Code to the allowed claims of all other customers and creditors of BLMIS.

263. Equitable subordination as requested herein is consistent with the provisions and purposes of the Bankruptcy Code.

264. To the extent that Luxalpha has denied ownership of the Customer Claims, or alternatively has made a judicial admission that the Customer Claims do not belong to Luxalpha, this provides another basis for subordination of those claims.

COUNT TWO
FRAUDULENT TRANSFERS (INITIAL TRANSFEREE)
11 U.S.C. §§ 105(a), 502(d), 548(a)(1)(A), 550(a), AND 551

Against the Feeder Fund Defendants

265. The Trustee incorporates by reference the allegations contained in the previous paragraphs of this Complaint as if fully realleged herein.

266. Each of the Initial Transfers was made on or within two years before the Filing Date.

267. Each of the Initial Transfers constituted a transfer of an interest of BLMIS in property within the meaning of 11 U.S.C. §§ 101(54) and 548(a), and 15 U.S.C. § 78fff-2(c)(3).

268. Each of the Initial Transfers was made by BLMIS with the actual intent to hinder, delay, or defraud some or all of BLMIS's then existing or future creditors. BLMIS made the Initial Transfers to or for the benefit of the Feeder Fund Defendants in furtherance of a fraudulent investment scheme.

269. Each of the Initial Transfers constitutes a fraudulent transfer avoidable by the Trustee pursuant to section 548(a)(1)(A) of the Bankruptcy Code and recoverable from the Feeder Fund Defendants pursuant to section 550(a) of the Bankruptcy Code and applicable provisions of SIPA, particularly 15 U.S.C. § 78fff-2(c)(3).

270. As a result of the foregoing, pursuant to sections 105(a), 502(d), 548(a)(1)(A), 550(a), and 551 of the Bankruptcy Code, and 15 U.S.C. § 78fff-2(c)(3), the Trustee is entitled to a judgment against the Feeder Fund Defendants: (a) avoiding and preserving the Initial Transfers; (b) directing that the Initial Transfers be set aside; (c) recovering the Initial Transfers or the value thereof, for the benefit of the estate of BLMIS; (d) directing the Feeder Fund Defendants, to the extent allowable by law, to disgorge to the Trustee all profits, including any and all compensation and/or remuneration received by the Feeder Fund Defendants related to or arising from, or concerning the Initial Transfers from BLMIS to the Feeder Fund Defendants; (e) disallowing any claim that the Feeder Fund Defendants may have against the Debtors until such time as the Initial Transfers are repaid to the Trustee; (f) recovering attorneys' fees and costs from the Feeder Fund Defendants; and (g) awarding any other relief the Court deems just and appropriate.

COUNT THREE
FRAUDULENT TRANSFERS (INITIAL TRANSFEREE)
11 U.S.C. §§ 105(a), 502(d), 548(a)(1)(B), 550(a), AND 551

Against the Feeder Fund Defendants

271. The Trustee incorporates by reference the allegations contained in the previous paragraphs of this Complaint as if fully realleged herein.

272. Each of the Initial Transfers was made on or within two years before the Filing Date.

273. Each of the Initial Transfers constitutes a transfer of an interest of BLMIS in property within the meaning of 11 U.S.C. §§ 101(54) and 548(a), and 15 U.S.C. § 78fff-2(c)(3).

274. BLMIS received less than a reasonably equivalent value in exchange for each of the Initial Transfers.

275. At the time of each of the Initial Transfers, BLMIS was insolvent, or became insolvent as a result of each of the Initial Transfers.

276. At the time of each of the Initial Transfers, BLMIS was engaged in a business or a transaction, or was about to engage in a business or a transaction, for which any property remaining with BLMIS was an unreasonably small capital.

277. At the time of each of the Initial Transfers, BLMIS intended to incur, or believed that it would incur, debts that would be beyond BLMIS's ability to pay as such debts matured.

278. Each of the Initial Transfers constitutes a fraudulent transfer avoidable by the Trustee pursuant to section 548(a)(1)(B) of the Bankruptcy Code and recoverable from the Feeder Fund Defendants pursuant to section 550(a) of the Bankruptcy Code and applicable provisions of SIPA, particularly 15 U.S.C. § 78fff-2(c)(3).

279. As a result of the foregoing, pursuant to sections 105(a), 502(d), 548(a)(1)(B), 550(a), and 551 of the Bankruptcy Code, and 15 U.S.C. § 78fff-2(c)(3), the Trustee is entitled to a judgment against the Feeder Fund Defendants: (a) avoiding and preserving the Initial Transfers; (b) directing that the Initial Transfers be set aside; (c) recovering the Initial Transfers, or the value thereof, for the benefit of the estate of BLMIS; (d) directing the Feeder Fund Defendants, to the extent allowable by law, to disgorge to the Trustee all profits, including any and all compensation and/or remuneration received by the Feeder Fund Defendants related to or arising from, or concerning the Initial Transfers from BLMIS to the Feeder Fund Defendants; (e) disallowing any claim that the Feeder Fund Defendants may have against the Debtors until such time as the Initial Transfers are repaid to the Trustee; (f) recovering attorneys' fees and costs from the Feeder Fund Defendants; and (g) awarding any other relief the Court deems just and appropriate.

COUNT FOUR
RECOVERY OF SUBSEQUENT TRANSFERS: NEW YORK DEBTOR AND
CREDITOR LAW §§ 276-a, 278, and 279, 11 U.S.C. §§ 105(a) and 550(a)

Against the Subsequent Transferee Defendants

280. The Trustee incorporates by reference the allegations contained in the previous paragraphs of this Complaint as if fully realleged herein.

281. Each of the Initial Transfers is avoidable under sections 544, 547, 548 and/or 550 of the Bankruptcy Code.

282. Each of the Subsequent Transfers is recoverable from the Subsequent Transferee Defendants under section 550(a) of the Bankruptcy Code.

283. Each of the Subsequent Transfers was made directly or indirectly to the Subsequent Transferee Defendants.

284. Each of the Subsequent Transfers was received by each of the Subsequent Transferee Defendants at a time when they were willfully blind to facts suggesting a high probability of fraud at BLMIS.

285. As a result of the foregoing, pursuant to sections 276-a, 278, and 279 of the N.Y. Debt. & Cred. Law, sections 105(a) and 550(a) of the Bankruptcy Code, and 15 U.S.C. § 78fff-2(c)(3), the Trustee is entitled to a judgment against the Subsequent Transferee Defendants: (a) recovering the Subsequent Transfers, or the value thereof, from the Subsequent Transferee Defendants for the benefit of the estate of BLMIS; (b) directing the Subsequent Transferee Defendants to the extent allowable by law, to disgorge to the Trustee all profits, including any and all management fees, incentive fees or other compensation and/or remuneration received by the Subsequent Transferee Defendants related to or arising from, or concerning the Subsequent Transfers from BLMIS to the Subsequent Transferee Defendants; (c) disallowing any claim that the Subsequent Transferee Defendants may have against the Debtors until such time as the

Subsequent Transfers are repaid to the Trustee; (d) recovering attorneys' fees and costs from the Subsequent Transferee Defendants; and (e) awarding any other relief the Court deems just and appropriate.

COUNT FIVE
OBJECTION TO AND DISALLOWANCE OF CLAIMS

Against Luxalpha

286. The Trustee incorporates by reference the allegations contained in the previous paragraphs of this Complaint as if fully realleged herein.

287. Luxalpha was not an innocent investor at the time it invested with BLMIS and provided no consideration to the estate.

288. Luxalpha was willfully blind to numerous and serious indications of fraudulent activity at BLMIS, as described in this Second Amended Complaint. This enabled Madoff to perpetuate the fraud at BLMIS.

289. As a result of Luxalpha's conduct, it is not entitled to the protections afforded by SIPA. Thus, Luxalpha does not have a claim enforceable against the BLMIS estate under SIPA or other applicable law.

290. As a result of Luxalpha's conduct, as described above, pursuant to section 502(a) of the Bankruptcy Code and section 78fff-2 of SIPA, the Trustee objects to any and all claims of Luxalpha against the BLMIS estate, which should be disallowed, and not entitled to receive a distribution from the estate pursuant to section 502(b)(1) of the Bankruptcy Code.

291. To the extent that Luxalpha has denied ownership of the Customer Claims, or alternatively has made a judicial admission that the Customer Claims do not belong to Luxalpha, this provides another basis for disallowing those claims.

COUNT SIX
EQUITABLE DISALLOWANCE OF CLAIMS

Against Luxalpha

292. The Trustee incorporates by reference the allegations contained in the previous paragraphs of this Complaint as if fully realleged herein.

293. Luxalpha engaged in and benefited from inequitable conduct. By its conduct, it has taken unconscionable advantage of, resulting in injury to, innocent customers and other creditors of the estate.

294. Based upon Luxalpha's failure to deal fairly and in good faith, as described above, all customers and other creditors of BLMIS have been injured, including by being (a) misled as to the true financial condition of the debtor; (b) induced to invest with BLMIS without knowledge of BLMIS's financial condition; and (c) hindered and delayed in recovering the full amounts due to them. Luxalpha's conduct further enabled Madoff to continue the Ponzi scheme.

295. By submitting their Customer Claims, Luxalpha exchanged its legal claim for an equitable claim to share pro rata in the estate and submitted to this Court's equitable jurisdiction.

296. Luxalpha's conduct was so egregious that it should not be allowed to share in any equitable distribution made by the Trustee to innocent customers holding allowed claims against BLMIS and/or Madoff.

297. Pursuant to the Court's equitable powers, the Court should exercise the full extent of its equitable powers to ensure that claims, payments or benefits, of whatever kind or nature, which are asserted or sought by Luxalpha against the estate, are disallowed.

298. To the extent that Luxalpha has denied ownership of the Customer Claims, or alternatively has made a judicial admission that the Customer Claims do not belong to Luxalpha, this provides another basis for disallowing those claims.

299. Equitable disallowance is consistent with the provisions and purposes of the Bankruptcy Code.

WHEREFORE, the Trustee respectfully requests that this Court enter judgment in favor of the Trustee and against the Defendants as follows:

(i) On the First Claim for Relief, pursuant to this Court's equitable powers, subordinating all claims of Luxalpha for purposes of distribution to all allowed claims of BLMIS's customers and creditors due to Luxalpha's inequitable conduct pursuant to sections 105(a) and 510(c) of the Bankruptcy Code, such that no claim of Luxalpha is paid ahead of the allowed claim of any customer or creditor of BLMIS;

(ii) On the Second Claim for Relief, pursuant to sections 105(a), 502(d), 548(a)(1)(A), 550(a), and 551 of the Bankruptcy Code, and 15 U.S.C. § 78fff-2(c)(3), the Trustee is entitled to a judgment: (a) avoiding and preserving the Initial Transfers; (b) directing that the Initial Transfers be set aside; (c) recovering the Initial Transfers or the value thereof, from the Feeder Fund Defendants for the benefit of the estate of BLMIS; (d) directing the Feeder Fund Defendants, to the extent allowable by law, to disgorge to the Trustee all profits, including any and all compensation and/or remuneration received by the Feeder Fund Defendants related to or arising from, or concerning the Initial Transfers from BLMIS to the Feeder Fund Defendants; (e) disallowing any claim that the Feeder Fund Defendants may have against the Debtors until such time as the Initial Transfers are repaid to the Trustee; (f) recovering attorneys' fees and costs from the Feeder Fund Defendants; and (g) awarding any other relief the Court deems just and appropriate;

(iii) On the Third Claim for Relief, pursuant to sections 105(a), 502(d), 548(a)(1)(B), 550(a), and 551 of the Bankruptcy Code, and 15 U.S.C. § 78fff-2(c)(3), the Trustee is entitled to

a judgment: (a) avoiding and preserving the Initial Transfers; (b) directing that the Initial Transfers be set aside; (c) recovering the Initial Transfers, or the value thereof, from the Feeder Fund Defendants for the benefit of the estate of BLMIS; (d) directing the Feeder Fund Defendants, to the extent allowable by law, to disgorge to the Trustee all profits, including any and all compensation and/or remuneration received by the Feeder Fund Defendants related to or arising from, or concerning the Initial Transfers from BLMIS to the Feeder Fund Defendants; (e) disallowing any claim that the Feeder Fund Defendants may have against the Debtors until such time as the Initial Transfers are repaid to the Trustee; (f) recovering attorneys' fees and costs from the Feeder Defendants; and (g) awarding any other relief the Court deems just and appropriate;

(iv) On the Fourth Claim for Relief, pursuant to sections 276-a and 278 of the N.Y. Debt. & Cred. Law, sections 105(a) and 550(a) of the Bankruptcy Code, and 15 U.S.C. § 78fff-2(c)(3), the Trustee is entitled to a judgment against the Subsequent Transferee Defendants: (a) recovering the Subsequent Transfers, or the value thereof, from the Subsequent Transferee Defendants for the benefit of the estate of BLMIS; (b) directing the Subsequent Transferee Defendants, to the extent allowable by law, to disgorge to the Trustee all profits, including any and all management fees, incentive fees or other compensation and/or remuneration received by the Subsequent Transferee Defendants related to or arising from, or concerning the Subsequent Transfers from BLMIS to the Subsequent Transferee Defendants; (c) disallowing any claim that the Subsequent Transferee Defendants may have against the Debtors until such time as the Subsequent Transfers are repaid to the Trustee; (d) recovering attorneys' fees and costs from the Subsequent Transferee Defendants; and (e) awarding any other relief the Court deems just and appropriate;

(v) On the Fifth Claim for Relief, sustaining the Trustee's objections to the Customer Claims pursuant to section 502(a) of the Bankruptcy Code, and disallowing such claims pursuant to section 502(b)(1) of the Bankruptcy Code;

(vi) On the Sixth Claim for Relief, pursuant to this Court's equitable power, disallowing each and every claim that Luxalpha asserts against the Debtors' estate, all of which claims have no lawful existence under principles of restitution and other applicable state law;

(vii) On the Second through the Fourth Claims for Relief, to the extent allowable by law, directing the Feeder Fund Defendants to disgorge to the Trustee all profits, including any and all management fees, incentive fees, or other compensation and/or remuneration received by the Feeder Fund Defendants related to, arising out of, or concerning the Initial Transfers, the Subsequent Transfers, and the Luxalpha and Groupement Financier BLMIS Accounts;

(viii) On all Claims for Relief, establishing a constructive trust over all of the Initial Transfers and Subsequent Transfers and their proceeds, product, and offspring in favor of the Trustee for the benefit of the estate;

(ix) On all Claims for Relief, pursuant to federal common law and/or N.Y. C.P.L.R. 5001 and 5004, as applicable, awarding the Trustee prejudgment interest from the date on which the Initial Transfers were received;

(x) On all Claims for Relief, awarding the Trustee's attorneys' fees, all applicable interest, costs and disbursements incurred in this proceeding; and

(xi) Granting the Trustee such other, further and different relief as the Court deems just, proper and equitable.

Dated: March 2, 2020
New York, New York

Respectfully submitted,

s/ Oren J. Warshavsky

Baker & Hostetler LLP

45 Rockefeller Plaza

New York, New York 10111

Telephone: (212) 589-4200

Facsimile: (212) 589-4201

David J. Sheehan

E-mail: dsheehan@bakerlaw.com

Oren J. Warshavsky

E-mail: owarshavsky@bakerlaw.com

Benjamin D. Pergament

E-mail: bpergament@bakerlaw.com

Gonzalo S. Zeballos

Email: gzeballos@bakerlaw.com

Geoffrey A. North

Email: gnorth@bakerlaw.com

*Attorneys for Irving H. Picard, Trustee
for the Substantively Consolidated SIPA
Liquidation of Bernard L. Madoff Investment
Securities LLC and Chapter 7 Estate of Bernard
L. Madoff*

BLMIS Account Name	BLMIS Account Number
UBS (LUXEMBOURG) SA FBO LUXALPHA SICAV ATTN: SERGE KARP	1FR108
GROUPEMENT FINANCIER LTD	1FR096

Pg 77 of 104
BLMIS ACCOUNT NO. 1FR108 - UBS (LUXEMBOURG) SA FRO LUXALPHA SICAV ATTN: SERGE KARP

Column 1		Column 2	Column 3	Column 4	Column 5	Column 6	Column 7	Column 8	Column 9	Column 10
<u>Date</u>		<u>Transaction Description</u>	<u>Transaction Amount Reported in Customer Statement</u>	<u>Cash Deposits</u>	<u>Cash Withdrawals</u>	<u>Transfers of Principal In</u>	<u>Transfers of Principal Out</u>	<u>Balance of Principal</u>	<u>2-Year Initial Transfers</u>	<u>6-Year Initial Transfers</u>
3/22/2004	CHECK WIRE		146,100,000	146,100,000	-	-	-	146,100,000	-	-
3/23/2004	CHECK WIRE		101,199,980	101,199,980	-	-	-	247,299,980	-	-
3/24/2004	CHECK WIRE		35,000,000	35,000,000	-	-	-	282,299,980	-	-
3/26/2004	CHECK WIRE		60,400,000	60,400,000	-	-	-	342,699,980	-	-
4/1/2004	CHECK WIRE		(2,200,000)	-	(2,200,000)	-	-	340,499,980	-	(2,200,000)
4/5/2004	CHECK WIRE		(3,000,000)	-	(3,000,000)	-	-	337,499,980	-	(3,000,000)
4/6/2004	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(2)	-	* [1]	-	-	337,499,980	-	-
4/16/2004	CHECK WIRE		37,999,980	37,999,980	-	-	-	375,499,960	-	-
4/28/2004	CHECK WIRE		26,999,980	26,999,980	-	-	-	402,499,940	-	-
4/30/2004	W/H TAX DIV MWD		(2,184)	-	* [1]	-	-	402,499,940	-	-
4/30/2004	W/H TAX DIV JPM		(1,677)	-	* [1]	-	-	402,499,940	-	-
5/3/2004	W/H TAX DIV SBC		(8,274)	-	* [1]	-	-	402,499,940	-	-
5/3/2004	W/H TAX DIV VZ		(8,410)	-	* [1]	-	-	402,499,940	-	-
5/11/2004	CHECK WIRE		38,999,980	38,999,980	-	-	1	441,499,920	-	-
5/11/2004	CHECK WIRE		39,999,980	39,999,980	-	-	-	481,499,900	-	-
5/11/2004	CANCEL C&S 5/11/04		(39,999,980)	(39,999,980)	-	-	-	441,499,920	-	-
5/14/2004	W/H TAX DIV PG		(6,432)	-	* [1]	-	-	441,499,920	-	-
5/17/2004	W/H TAX DIV TXN		(375)	-	* [1]	-	-	441,499,920	-	-
5/26/2004	W/H TAX DIV MER		(1,617)	-	* [1]	-	-	441,499,920	-	-
5/28/2004	CHECK WIRE		8,999,980	8,999,980	-	-	-	450,499,900	-	-
5/28/2004	W/H TAX DIV C		(20,951)	-	* [1]	-	-	450,499,900	-	-
6/1/2004	W/H TAX DIV INTC		(2,617)	-	* [1]	-	-	450,499,900	-	-
6/1/2004	W/H TAX DIV WFC		(7,857)	-	* [1]	-	-	450,499,900	-	-
6/4/2004	W/H TAX DIV PFE		(13,085)	-	* [1]	-	-	450,499,900	-	-
6/4/2004	W/H TAX DIV G		(1,643)	-	* [1]	-	-	450,499,900	-	-
6/7/2004	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(13)	-	* [1]	-	-	450,499,900	-	-
6/7/2004	W/H TAX DIV WMT		(3,858)	-	* [1]	-	-	450,499,900	-	-
6/8/2004	W/H TAX DIV JNJ		(8,581)	-	* [1]	-	-	450,499,900	-	-
6/9/2004	W/H TAX DIV BUD		(1,819)	-	* [1]	-	-	450,499,900	-	-
6/10/2004	W/H TAX DIV XOM		(17,863)	-	* [1]	-	-	450,499,900	-	-
6/10/2004	W/H TAX DIV IBM		(3,143)	-	* [1]	-	-	450,499,900	-	-
6/10/2004	W/H TAX DIV UTX		(1,312)	-	* [1]	-	-	450,499,900	-	-
6/11/2004	W/H TAX DIV BA		(1,125)	-	* [1]	-	-	450,499,900	-	-
6/14/2004	W/H TAX DIV DD		(3,538)	-	* [1]	-	-	450,499,900	-	-
6/14/2004	W/H TAX DIV MMM		(2,025)	-	* [1]	-	-	450,499,900	-	-
6/15/2004	CHECK WIRE		16,999,980	16,999,980	-	-	-	467,499,880	-	-
6/18/2004	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(1)	-	* [1]	-	-	467,499,880	-	-
6/24/2004	W/H TAX DIV HD		(2,652)	-	* [1]	-	-	467,499,880	-	-
6/30/2004	W/H TAX DIV PEP		(5,454)	-	* [1]	-	-	467,499,880	-	-
7/1/2004	W/H TAX DIV KO		(8,425)	-	* [1]	-	-	467,499,880	-	-
7/6/2004	CHECK WIRE		(4,000,000)	-	(4,000,000)	-	-	463,499,880	-	(4,000,000)
7/7/2004	W/H TAX DIV HPQ		(3,395)	-	* [1]	-	-	463,499,880	-	-
7/9/2004	W/H TAX DIV MO		(19,224)	-	* [1]	-	-	463,499,880	-	-
7/12/2004	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(8)	-	* [1]	-	-	463,499,880	-	-
7/20/2004	CHECK WIRE		7,999,980	7,999,980	-	-	-	471,499,860	-	-
7/26/2004	W/H TAX DIV GE		(3,116)	-	* [1]	-	-	471,499,860	-	-
8/4/2004	CHECK WIRE		(4,000,000)	-	(4,000,000)	-	-	467,499,860	-	(4,000,000)
8/11/2004	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(3)	-	* [1]	-	-	467,499,860	-	-
8/16/2004	CHECK WIRE		14,499,980	14,499,980	-	-	-	481,999,840	-	-
8/18/2004	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(0)	-	* [1]	-	-	481,999,840	-	-
8/23/2004	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(0)	-	* [1]	-	-	481,999,840	-	-
9/7/2004	W/H TAX DIV WMT		(6,289)	-	* [1]	-	-	481,999,840	-	-
9/10/2004	W/H TAX DIV UTX		(2,116)	-	* [1]	-	-	481,999,840	-	-
9/13/2004	W/H TAX DIV MMM		(3,265)	-	* [1]	-	-	481,999,840	-	-
9/14/2004	W/H TAX DIV MSFT		(13,592)	-	* [1]	-	-	481,999,840	-	-

Pg 78 of 104
BLMIS ACCOUNT NO. 1FR108 - UBS (LUXEMBOURG) SA FUND LUXALPHA SICAV ATTN: SERGE KARP

Column 1	Column 2	Column 3	Column 4	Column 5	Column 6	Column 7	Column 8	Column 9	Column 10
Date	<u>Transaction Description</u>	<u>Transaction Amount</u> <u>Reported in</u> <u>Customer Statement</u>	<u>Cash Deposits</u>	<u>Cash</u> <u>Withdrawals</u>	<u>Transfers of</u> <u>Principal In</u>	<u>Transfers of</u> <u>Principal Out</u>	<u>Balance of</u> <u>Principal</u>	<u>2-Year</u> <u>Initial</u> <u>Transfers</u>	<u>6-Year</u> <u>Initial</u> <u>Transfers</u>
9/15/2004	CHECK WIRE	15,999,980	15,999,980	-	-	-	497,999,820	-	-
9/16/2004	W/H TAX DIV HD	(3,022)	-	* [1]	-	-	497,999,820	-	-
9/17/2004	W/H TAX DIV AIG	(3,093)	-	* [1]	-	-	497,999,820	-	-
9/24/2004	W/H TAX DIV BAC	(29,439)	-	* [1]	-	-	497,999,820	-	-
9/30/2004	W/H TAX DIV PEP	(6,215)	-	* [1]	-	-	497,999,820	-	-
10/1/2004	W/H TAX DIV KO	(9,600)	-	* [1]	-	-	497,999,820	-	-
10/1/2004	W/H TAX DIV VIA.B	(1,667)	-	* [1]	-	-	497,999,820	-	-
10/1/2004	W/H TAX DIV MRK	(13,510)	-	* [1]	-	-	497,999,820	-	-
10/6/2004	W/H TAX DIV HPQ	(3,868)	-	* [1]	-	-	497,999,820	-	-
10/12/2004	W/H TAX DIV MO	(23,878)	-	* [1]	-	-	497,999,820	-	-
10/15/2004	CHECK WIRE	50,999,980	50,999,980	-	-	-	548,999,800	-	-
10/28/2004	CHECK WIRE	2,999,980	2,999,980	-	-	-	551,999,780	-	-
11/3/2004	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(38)	-	* [1]	-	-	551,999,780	-	-
11/4/2004	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(0)	-	* [1]	-	-	551,999,780	-	-
11/9/2004	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(0)	-	* [1]	-	-	551,999,780	-	-
11/10/2004	CHECK WIRE	71,999,980	71,999,980	-	-	-	623,999,760	-	-
11/24/2004	W/H TAX DIV MER	(1,384)	-	* [1]	-	-	623,999,760	-	-
11/26/2004	CHECK WIRE	4,499,980	4,499,980	-	-	-	628,499,740	-	-
12/1/2004	W/H TAX DIV WFC	(7,172)	-	* [1]	-	-	628,499,740	-	-
12/1/2004	W/H TAX DIV INTC	(2,278)	-	* [1]	-	-	628,499,740	-	-
12/3/2004	W/H TAX DIV BA	(2,303)	-	* [1]	-	-	628,499,740	-	-
12/3/2004	W/H TAX DIV PFE	(18,371)	-	* [1]	-	-	628,499,740	-	-
12/7/2004	W/H TAX DIV JNJ	(4,634)	-	* [1]	-	-	628,499,740	-	-
12/10/2004	W/H TAX DIV IBM	(4,376)	-	* [1]	-	-	628,499,740	-	-
12/10/2004	W/H TAX DIV XOM	(25,219)	-	* [1]	-	-	628,499,740	-	-
12/13/2004	CHECK WIRE	37,999,980	37,999,980	-	-	-	666,499,720	-	-
12/13/2004	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(17)	-	* [1]	-	-	666,499,720	-	-
12/14/2004	W/H TAX DIV DD	(4,926)	-	* [1]	-	-	666,499,720	-	-
12/16/2004	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(1)	-	* [1]	-	-	666,499,720	-	-
12/31/2004	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(3)	-	* [1]	-	-	666,499,720	-	-
1/3/2005	W/H TAX DIV WMT	(2,959)	-	* [1]	-	-	666,499,720	-	-
1/18/2005	CHECK WIRE	4,999,980	4,999,980	-	-	-	671,499,700	-	-
2/7/2005	CHECK WIRE	4,999,980	4,999,980	-	-	-	676,499,680	-	-
2/14/2005	W/H TAX DIV TXN	(907)	-	* [1]	-	-	676,499,680	-	-
2/22/2005	CHECK WIRE	4,999,980	4,999,980	-	-	-	681,499,660	-	-
2/24/2005	W/H TAX DIV GS	(378)	-	* [1]	-	-	681,499,660	-	-
2/25/2005	W/H TAX DIV C	(47,871)	-	* [1]	-	-	681,499,660	-	-
2/28/2005	W/H TAX DIV MER	(3,054)	-	* [1]	-	-	681,499,660	-	-
3/1/2005	W/H TAX DIV INTC	(10,651)	-	* [1]	-	-	681,499,660	-	-
3/1/2005	W/H TAX DIV WFC	(17,408)	-	* [1]	-	-	681,499,660	-	-
3/4/2005	W/H TAX DIV G	(3,412)	-	* [1]	-	-	681,499,660	-	-
3/4/2005	W/H TAX DIV BA	(4,295)	-	* [1]	-	-	681,499,660	-	-
3/7/2005	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(42)	-	* [1]	-	-	681,499,660	-	-
3/8/2005	W/H TAX DIV JNJ	(17,815)	-	* [1]	-	-	681,499,660	-	-
3/8/2005	W/H TAX DIV PFE	(30,101)	-	* [1]	-	-	681,499,660	-	-
3/9/2005	W/H TAX DIV BUD	(4,209)	-	* [1]	-	-	681,499,660	-	-
3/10/2005	W/H TAX DIV IBM	(6,184)	-	* [1]	-	-	681,499,660	-	-
3/10/2005	W/H TAX DIV XOM	(36,591)	-	* [1]	-	-	681,499,660	-	-
3/10/2005	W/H TAX DIV UTX	(5,039)	-	* [1]	-	-	681,499,660	-	-
3/10/2005	W/H TAX DIV MSFT	(18,247)	-	* [1]	-	-	681,499,660	-	-
3/14/2005	W/H TAX DIV DD	(7,349)	-	* [1]	-	-	681,499,660	-	-
3/14/2005	W/H TAX DIV MMM	(7,215)	-	* [1]	-	-	681,499,660	-	-
3/16/2005	CHECK WIRE	44,999,980	44,999,980	-	-	-	726,499,640	-	-

Pg. 79 of 104
BLMIS ACCOUNT NO. 1FR108 - UBS (LUXEMBOURG) SA - FRODO LUXALPHA SICAV ATTN: SERGE KARP

Column 1		Column 2	Column 3	Column 4	Column 5	Column 6	Column 7	Column 8	Column 9	Column 10
<u>Date</u>		<u>Transaction Description</u>	<u>Transaction Amount Reported in Customer Statement</u>	<u>Cash Deposits</u>	<u>Cash Withdrawals</u>	<u>Transfers of Principal In</u>	<u>Transfers of Principal Out</u>	<u>Balance of Principal</u>	<u>2-Year Initial Transfers</u>	<u>6-Year Initial Transfers</u>
3/18/2005	W/H TAX DIV AIG		(13,838)	-	* [1]	-	-	726,499,640	-	-
3/24/2005	W/H TAX DIV HD		(9,162)	-	* [1]	-	-	726,499,640	-	-
3/28/2005	W/H TAX DIV BAC		(76,443)	-	* [1]	-	-	726,499,640	-	-
3/30/2005	2004 W/H ADJUSTMENT		(350,886)	-	* [1]	-	-	726,499,640	-	-
3/31/2005	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(40)	-	* [1]	-	-	726,499,640	-	-
3/31/2005	W/H TAX DIV PEP		(16,682)	-	* [1]	-	-	726,499,640	-	-
3/31/2005	W/H TAX JAN & FEB 2005		(55,169)	-	* [1]	-	-	726,499,640	-	-
4/1/2005	W/H TAX DIV MRK		(34,816)	-	* [1]	-	-	726,499,640	-	-
4/1/2005	W/H TAX DIV KO		(22,511)	-	* [1]	-	-	726,499,640	-	-
4/1/2005	W/H TAX DIV VIA.B		(2,539)	-	* [1]	-	-	726,499,640	-	-
4/6/2005	CHECK WIRE		350,866	350,866	-	-	-	726,850,506	-	-
4/7/2005	W/H TAX DIV HPQ		(5,031)	-	* [1]	-	-	726,850,506	-	-
4/11/2005	W/H TAX DIV MO		(49,995)	-	* [1]	-	-	726,850,506	-	-
4/13/2005	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(6)	-	* [1]	-	-	726,850,506	-	-
4/25/2005	W/H TAX DIV GE		(48,815)	-	* [1]	-	-	726,850,506	-	-
4/29/2005	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(8)	-	* [1]	-	-	726,850,506	-	-
4/29/2005	W/H ADJ		(168,558)	-	* [1]	-	-	726,850,506	-	-
4/29/2005	W/H ADJ		(51,354)	-	* [1]	-	-	726,850,506	-	-
5/23/2005	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(8)	-	* [1]	-	-	726,850,506	-	-
6/6/2005	W/H TAX DIV WMT		(6,783)	-	* [1]	-	-	726,850,506	-	-
6/10/2005	CHECK WIRE		(3,000,000)	-	(3,000,000)	-	-	723,850,506	-	(3,000,000)
6/10/2005	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(19)	-	* [1]	-	-	723,850,506	-	-
6/10/2005	W/H TAX DIV UTX		(3,227)	-	* [1]	-	-	723,850,506	-	-
6/13/2005	W/H TAX DIV MMM		(4,620)	-	* [1]	-	-	723,850,506	-	-
6/17/2005	W/H TAX DIV AIG		(11,261)	-	* [1]	-	-	723,850,506	-	-
6/20/2005	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(8)	-	* [1]	-	-	723,850,506	-	-
6/23/2005	W/H TAX DIV HD		(7,544)	-	* [1]	-	-	723,850,506	-	-
6/24/2005	W/H TAX DIV BAC		(62,907)	-	* [1]	-	-	723,850,506	-	-
6/30/2005	W/H TAX DIV PEP		(15,346)	-	* [1]	-	-	723,850,506	-	-
7/1/2005	W/H TAX DIV MRK		(28,331)	-	* [1]	-	-	723,850,506	-	-
7/1/2005	W/H TAX DIV ALL		(7,631)	-	* [1]	-	-	723,850,506	-	-
7/1/2005	W/H TAX DIV VIA.B		(4,132)	-	* [1]	-	-	723,850,506	-	-
7/1/2005	W/H TAX DIV KO		(21,746)	-	* [1]	-	-	723,850,506	-	-
7/6/2005	W/H TAX DIV HPQ		(8,121)	-	* [1]	-	-	723,850,506	-	-
7/8/2005	W/H TAX DIV SLB		(4,567)	-	* [1]	-	-	723,850,506	-	-
7/11/2005	W/H TAX DIV MO		(52,158)	-	* [1]	-	-	723,850,506	-	-
7/25/2005	W/H TAX DIV GE		(80,424)	-	* [1]	-	-	723,850,506	-	-
8/2/2005	CHECK WIRE		4,999,980	4,999,980	-	-	-	728,850,486	-	-
8/16/2005	CHECK WIRE		4,999,980	4,999,980	-	-	-	733,850,466	-	-
9/1/2005	CHECK WIRE		4,999,980	4,999,980	-	-	-	738,850,446	-	-
9/8/2005	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(327)	-	* [1]	-	-	738,850,446	-	-
9/12/2005	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(3)	-	* [1]	-	-	738,850,446	-	-
9/30/2005	W/H TAX DIV PEP		(10,925)	-	* [1]	-	-	738,850,446	-	-
9/30/2005	W/H TAX DIV S		(1,825)	-	* [1]	-	-	738,850,446	-	-
10/3/2005	W/H TAX DIV KO		(30,684)	-	* [1]	-	-	738,850,446	-	-
10/5/2005	W/H TAX DIV HPQ		(11,122)	-	* [1]	-	-	738,850,446	-	-
10/7/2005	CHECK WIRE		7,999,980	7,999,980	-	-	-	746,850,426	-	-
10/11/2005	W/H TAX DIV MO		(79,118)	-	* [1]	-	-	746,850,426	-	-
10/12/2005	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(89)	-	* [1]	-	-	746,850,426	-	-
10/13/2005	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(1)	-	* [1]	-	-	746,850,426	-	-
10/14/2005	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(0)	-	* [1]	-	-	746,850,426	-	-
10/19/2005	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(2)	-	* [1]	-	-	746,850,426	-	-
10/25/2005	W/H TAX DIV GE		(82,283)	-	* [1]	-	-	746,850,426	-	-

BLMIS ACCOUNT NO. 1FR108 - UBS (LUXEMBOURG) SA FUND LUXALPHA SICAV ATTN: SERGE KARP

Pg. 80 of 104

Column 1	Column 2	Column 3	Column 4	Column 5	Column 6	Column 7	Column 8	Column 9	Column 10
Date	<u>Transaction Description</u>	<u>Transaction Amount</u> <u>Reported in</u> <u>Customer Statement</u>	<u>Cash Deposits</u>	<u>Cash</u> <u>Withdrawals</u>	<u>Transfers of</u> <u>Principal In</u>	<u>Transfers of</u> <u>Principal Out</u>	<u>Balance of</u> <u>Principal</u>	<u>2-Year</u> <u>Initial</u> <u>Transfers</u>	<u>6-Year</u> <u>Initial</u> <u>Transfers</u>
10/31/2005	W/H TAX DIV MWD	(9,718)	-	* [1]	-	-	746,850,426	-	-
11/15/2005	W/H TAX DIV PG	(49,563)	-	* [1]	-	-	746,850,426	-	-
11/15/2005	W/H TAX DIV ABT	(14,847)	-	* [1]	-	-	746,850,426	-	-
11/17/2005	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(25)	-	* [1]	-	-	746,850,426	-	-
11/21/2005	W/H TAX DIV GS	(5,673)	-	* [1]	-	-	746,850,426	-	-
11/21/2005	W/H TAX DIV TXN	(2,545)	-	* [1]	-	-	746,850,426	-	-
11/23/2005	W/H TAX DIV MER	(9,077)	-	* [1]	-	-	746,850,426	-	-
11/23/2005	W/H TAX DIV C	(115,828)	-	* [1]	-	-	746,850,426	-	-
11/30/2005	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(5)	-	* [1]	-	-	746,850,426	-	-
12/1/2005	W/H TAX DIV WFC	(44,842)	-	* [1]	-	-	746,850,426	-	-
12/1/2005	W/H TAX DIV INTC	(24,820)	-	* [1]	-	-	746,850,426	-	-
12/2/2005	W/H TAX DIV BA	(10,212)	-	* [1]	-	-	746,850,426	-	-
12/6/2005	W/H TAX DIV PFE	(72,145)	-	* [1]	-	-	746,850,426	-	-
12/8/2005	W/H TAX DIV MSFT	(37,639)	-	* [1]	-	-	746,850,426	-	-
12/9/2005	W/H TAX DIV XOM	(93,777)	-	* [1]	-	-	746,850,426	-	-
12/12/2005	W/H TAX DIV MMM	(17,156)	-	* [1]	-	-	746,850,426	-	-
12/12/2005	W/H TAX DIV UTX	(11,644)	-	* [1]	-	-	746,850,426	-	-
12/12/2005	W/H TAX DIV CVX	(52,479)	-	* [1]	-	-	746,850,426	-	-
12/12/2005	W/H TAX DIV IBM	(16,339)	-	* [1]	-	-	746,850,426	-	-
12/13/2005	W/H TAX DIV JNJ	(50,761)	-	* [1]	-	-	746,850,426	-	-
12/15/2005	W/H TAX DIV TWX	(11,951)	-	* [1]	-	-	746,850,426	-	-
12/15/2005	W/H TAX DIV HD	(10,893)	-	* [1]	-	-	746,850,426	-	-
12/15/2005	W/H TAX DIV KO	(29,367)	-	* [1]	-	-	746,850,426	-	-
12/16/2005	W/H TAX DIV AIG	(19,743)	-	* [1]	-	-	746,850,426	-	-
12/16/2005	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(3)	-	* [1]	-	-	746,850,426	-	-
12/20/2005	CHECK WIRE	14,999,980	14,999,980	-	-	-	761,850,406	-	-
12/22/2005	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(15)	-	* [1]	-	-	761,850,406	-	-
12/23/2005	W/H TAX DIV BAC	(102,121)	-	* [1]	-	-	761,850,406	-	-
12/30/2005	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(6)	-	* [1]	-	-	761,850,406	-	-
12/30/2005	W/H TAX DIV S	(3,744)	-	* [1]	-	-	761,850,406	-	-
1/3/2006	W/H TAX DIV PEP	(22,421)	-	* [1]	-	-	761,850,406	-	-
1/3/2006	W/H TAX DIV VIA.B	(5,719)	-	* [1]	-	-	761,850,406	-	-
1/3/2006	W/H TAX DIV MRK	(43,118)	-	* [1]	-	-	761,850,406	-	-
1/3/2006	W/H TAX DIV WMT	(12,581)	-	* [1]	-	-	761,850,406	-	-
1/4/2006	W/H TAX DIV HPQ	(11,748)	-	* [1]	-	-	761,850,406	-	-
1/6/2006	W/H TAX DIV DIS	(28,185)	-	* [1]	-	-	761,850,406	-	-
1/13/2006	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(17)	-	* [1]	-	-	761,850,406	-	-
1/17/2006	CHECK WIRE	4,999,980	4,999,980	-	-	-	766,850,386	-	-
1/31/2006	CHECK WIRE	4,999,980	4,999,980	-	-	-	771,850,366	-	-
1/31/2006	W/H TAX DIV MS	(14,727)	-	* [1]	-	-	771,850,366	-	-
1/31/2006	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(26)	-	* [1]	-	-	771,850,366	-	-
2/1/2006	W/H TAX DIV T	(15,313)	-	* [1]	-	-	771,850,366	-	-
2/1/2006	W/H TAX DIV VZ	(13,322)	-	* [1]	-	-	771,850,366	-	-
2/13/2006	W/H TAX DIV TXN	(2,405)	-	* [1]	-	-	771,850,366	-	-
2/15/2006	CHECK WIRE	4,999,980	4,999,980	-	-	-	776,850,346	-	-
2/15/2006	W/H TAX DIV ABT	(21,249)	-	* [1]	-	-	776,850,346	-	-
2/15/2006	W/H TAX DIV PG	(47,089)	-	* [1]	-	-	776,850,346	-	-
2/23/2006	W/H TAX DIV GS	(5,682)	-	* [1]	-	-	776,850,346	-	-
2/24/2006	CHECK WIRE	4,999,980	4,999,980	-	-	-	781,850,326	-	-
2/24/2006	W/H TAX DIV C	(123,376)	-	* [1]	-	-	781,850,326	-	-
2/28/2006	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(27)	-	* [1]	-	-	781,850,326	-	-
2/28/2006	W/H TAX DIV MER	(11,363)	-	* [1]	-	-	781,850,326	-	-

Column 1	Column 2	Column 3	Column 4	Column 5	Column 6	Column 7	Column 8	Column 9	Column 10
Date	<u>Transaction Description</u>	<u>Transaction Amount</u> <u>Reported in</u> <u>Customer Statement</u>	<u>Cash Deposits</u>	<u>Cash</u> <u>Withdrawals</u>	<u>Transfers of</u> <u>Principal In</u>	<u>Transfers of</u> <u>Principal Out</u>	<u>Balance of</u> <u>Principal</u>	<u>2-Year</u> <u>Initial</u> <u>Transfers</u>	<u>6-Year</u> <u>Initial</u> <u>Transfers</u>
3/1/2006	W/H TAX DIV INTC	(29,904)	-	* [1]	-	-	781,850,326	-	-
3/1/2006	W/H TAX DIV WFC	(42,544)	-	* [1]	-	-	781,850,326	-	-
3/3/2006	CHECK WIRE	15,999,980	15,999,980	-	-	-	797,850,306	-	-
3/3/2006	W/H TAX DIV BA	(12,272)	-	* [1]	-	-	797,850,306	-	-
3/7/2006	W/H TAX DIV PFE	(88,132)	-	* [1]	-	-	797,850,306	-	-
3/7/2006	W/H TAX DIV UPS	(20,727)	-	* [1]	-	-	797,850,306	-	-
3/9/2006	W/H TAX DIV MSFT	(41,218)	-	* [1]	-	-	797,850,306	-	-
3/10/2006	W/H TAX DIV UTX	(11,000)	-	* [1]	-	-	797,850,306	-	-
3/10/2006	W/H TAX DIV IBM	(15,633)	-	* [1]	-	-	797,850,306	-	-
3/10/2006	W/H TAX DIV CVX	(50,391)	-	* [1]	-	-	797,850,306	-	-
3/10/2006	W/H TAX DIV XOM	(98,663)	-	* [1]	-	-	797,850,306	-	-
3/10/2006	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(12)	-	* [1]	-	-	797,850,306	-	-
3/10/2006	W/H TAX DIV TGT	(4,545)	-	* [1]	-	-	797,850,306	-	-
3/13/2006	W/H TAX DIV MMM	(16,727)	-	* [1]	-	-	797,850,306	-	-
3/14/2006	W/H TAX DIV JNJ	(49,498)	-	* [1]	-	-	797,850,306	-	-
3/15/2006	CHECK WIRE	4,999,980	4,999,980	-	-	-	802,850,286	-	-
3/15/2006	W/H TAX DIV TWX	(11,635)	-	* [1]	-	-	802,850,286	-	-
3/16/2006	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(1)	-	* [1]	-	-	802,850,286	-	-
3/17/2006	W/H TAX DIV AIG	(19,224)	-	* [1]	-	-	802,850,286	-	-
3/22/2006	CHECK WIRE	14,999,980	14,999,980	-	-	-	817,850,266	-	-
3/23/2006	W/H TAX DIV HD	(15,681)	-	* [1]	-	-	817,850,266	-	-
3/24/2006	W/H TAX DIV BAC	(115,905)	-	* [1]	-	-	817,850,266	-	-
3/30/2006	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(24)	-	* [1]	-	-	817,850,266	-	-
3/31/2006	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(2)	-	* [1]	-	-	817,850,266	-	-
3/31/2006	W/H TAX DIV S	(3,939)	-	* [1]	-	-	817,850,266	-	-
3/31/2006	W/H TAX DIV PEP	(22,629)	-	* [1]	-	-	817,850,266	-	-
4/3/2006	W/H TAX DIV MRK	(44,046)	-	* [1]	-	-	817,850,266	-	-
4/3/2006	W/H TAX DIV KO	(33,887)	-	* [1]	-	-	817,850,266	-	-
4/3/2006	W/H TAX DIV WMT	(22,477)	-	* [1]	-	-	817,850,266	-	-
4/5/2006	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(3)	-	* [1]	-	-	817,850,266	-	-
4/5/2006	W/H TAX DIV HPQ	(12,139)	-	* [1]	-	-	817,850,266	-	-
4/7/2006	CHECK WIRE	9,999,980	9,999,980	-	-	-	827,850,246	-	-
4/7/2006	W/H TAX DIV SLB	(7,041)	-	(7,041)	-	-	827,843,205	-	-
4/7/2006	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(1)	-	* [1]	-	-	827,843,205	-	-
4/10/2006	W/H TAX DIV MO	(88,878)	-	* [1]	-	-	827,843,205	-	-
4/21/2006	CHECK WIRE	14,999,980	14,999,980	-	-	-	842,843,185	-	-
4/21/2006	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(5)	-	* [1]	-	-	842,843,185	-	-
4/25/2006	W/H TAX DIV GE	(131,624)	-	* [1]	-	-	842,843,185	-	-
4/28/2006	CXL W/H TAX DIV SLB	7,041	-	7,041	-	-	842,850,226	-	-
4/28/2006	W/H TAX DIV MS	(15,726)	-	* [1]	-	-	842,850,226	-	-
4/28/2006	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(8)	-	* [1]	-	-	842,850,226	-	-
4/28/2006	W/H TAX DIV MDT	(6,199)	-	* [1]	-	-	842,850,226	-	-
5/1/2006	W/H TAX DIV T	(69,396)	-	* [1]	-	-	842,850,226	-	-
5/1/2006	W/H TAX DIV VZ	(64,200)	-	* [1]	-	-	842,850,226	-	-
5/1/2006	W/H TAX DIV JPM	(47,052)	-	* [1]	-	-	842,850,226	-	-
5/4/2006	CHECK WIRE	14,999,980	14,999,980	-	-	-	857,850,206	-	-
5/5/2006	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(5)	-	* [1]	-	-	857,850,206	-	-
5/10/2006	W/H TAX DIV AXP	(8,154)	-	* [1]	-	-	857,850,206	-	-
5/10/2006	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(2)	-	* [1]	-	-	857,850,206	-	-
5/15/2006	W/H TAX DIV PG	(55,672)	-	* [1]	-	-	857,850,206	-	-
5/15/2006	W/H TAX DIV ABT	(24,341)	-	* [1]	-	-	857,850,206	-	-
5/19/2006	CHECK WIRE	49,999,980	49,999,980	-	-	-	907,850,186	-	-
5/22/2006	W/H TAX DIV TXN	(2,621)	-	* [1]	-	-	907,850,186	-	-

Column 1		Column 2	Column 3	Column 4	Column 5	Column 6	Column 7	Column 8	Column 9	Column 10
<u>Date</u>		<u>Transaction Description</u>	<u>Transaction Amount Reported in Customer Statement</u>	<u>Cash Deposits</u>	<u>Cash Withdrawals</u>	<u>Transfers of Principal In</u>	<u>Transfers of Principal Out</u>	<u>Balance of Principal</u>	<u>2-Year Initial Transfers</u>	<u>6-Year Initial Transfers</u>
5/22/2006	W/H TAX DIV CAT		(9,294)	-	* [1]	-	-	907,850,186	-	-
5/24/2006	W/H TAX DIV MER		(12,614)	-	* [1]	-	-	907,850,186	-	-
5/25/2006	W/H TAX DIV GS		(8,494)	-	* [1]	-	-	907,850,186	-	-
5/26/2006	W/H TAX DIV C		(133,186)	-	* [1]	-	-	907,850,186	-	-
5/31/2006	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(30)	-	* [1]	-	-	907,850,186	-	-
5/31/2006	W/H TAX DIV UPS		(23,007)	-	* [1]	-	-	907,850,186	-	-
6/1/2006	W/H TAX DIV INTC		(32,795)	-	* [1]	-	-	907,850,186	-	-
6/1/2006	W/H TAX DIV WFC		(49,849)	-	* [1]	-	-	907,850,186	-	-
6/2/2006	W/H TAX DIV BA		(13,623)	-	* [1]	-	-	907,850,186	-	-
6/5/2006	W/H TAX DIV WMT		(23,663)	-	* [1]	-	-	907,850,186	-	-
6/6/2006	W/H TAX DIV BMY		(29,899)	-	* [1]	-	-	907,850,186	-	-
6/6/2006	W/H TAX DIV PFE		(99,293)	-	* [1]	-	-	907,850,186	-	-
6/8/2006	W/H TAX DIV MSFT		(44,955)	-	* [1]	-	-	907,850,186	-	-
6/9/2006	W/H TAX DIV XOM		(110,206)	-	* [1]	-	-	907,850,186	-	-
6/12/2006	W/H TAX DIV IBM		(26,358)	-	* [1]	-	-	907,850,186	-	-
6/12/2006	W/H TAX DIV MMM		(18,567)	-	* [1]	-	-	907,850,186	-	-
6/12/2006	W/H TAX DIV UTX		(14,707)	-	* [1]	-	-	907,850,186	-	-
6/13/2006	W/H TAX DIV JNJ		(62,437)	-	* [1]	-	-	907,850,186	-	-
6/15/2006	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(24)	-	* [1]	-	-	907,850,186	-	-
6/15/2006	W/H TAX DIV TWX		(12,623)	-	* [1]	-	-	907,850,186	-	-
6/22/2006	W/H TAX DIV HD		(18,163)	-	* [1]	-	-	907,850,186	-	-
6/23/2006	W/H TAX DIV BAC		(131,180)	-	* [1]	-	-	907,850,186	-	-
6/30/2006	W/H TAX DIV S		(4,162)	-	* [1]	-	-	907,850,186	-	-
6/30/2006	W/H TAX DIV PEP		(27,303)	-	* [1]	-	-	907,850,186	-	-
6/30/2006	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(93)	-	* [1]	-	-	907,850,186	-	-
7/3/2006	W/H TAX DIV AIG		(21,947)	-	* [1]	-	-	907,850,186	-	-
7/3/2006	W/H TAX DIV MRK		(46,014)	-	* [1]	-	-	907,850,186	-	-
7/3/2006	W/H TAX DIV CVX		(65,590)	-	* [1]	-	-	907,850,186	-	-
7/3/2006	W/H TAX DIV KO		(24,822)	-	* [1]	-	-	907,850,186	-	-
7/5/2006	W/H TAX DIV HPQ		(12,812)	-	* [1]	-	-	907,850,186	-	-
7/7/2006	W/H TAX DIV SLB		(8,805)	-	(8,805)	-	-	907,841,381	-	-
7/10/2006	CHECK WIRE		19,999,980	19,999,980	-	-	-	927,841,361	-	-
7/10/2006	W/H TAX DIV MO		(64,056)	-	* [1]	-	-	927,841,361	-	-
7/14/2006	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(9)	-	* [1]	-	-	927,841,361	-	-
7/21/2006	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(4)	-	* [1]	-	-	927,841,361	-	-
7/31/2006	W/H TAX DIV MS		(7,368)	-	* [1]	-	-	927,841,361	-	-
7/31/2006	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(24)	-	* [1]	-	-	927,841,361	-	-
8/7/2006	CHECK WIRE		24,999,980	24,999,980	-	-	-	952,841,341	-	-
8/7/2006	CXL W/H TAX DIV SLB		8,805	-	8,805	-	-	952,850,146	-	-
8/15/2006	W/H TAX DIV PG		(46,154)	-	* [1]	-	-	952,850,146	-	-
8/15/2006	W/H TAX DIV ABT		(11,404)	-	* [1]	-	-	952,850,146	-	-
8/17/2006	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(8)	-	* [1]	-	-	952,850,146	-	-
8/21/2006	W/H TAX DIV TXN		(2,105)	-	* [1]	-	-	952,850,146	-	-
8/21/2006	W/H TAX DIV CAT		(4,775)	-	* [1]	-	-	952,850,146	-	-
8/22/2006	CHECK WIRE		19,999,980	19,999,980	-	-	-	972,850,126	-	-
8/23/2006	W/H TAX DIV MER		(10,060)	-	* [1]	-	-	972,850,126	-	-
8/24/2006	W/H TAX DIV GS		(7,042)	-	* [1]	-	-	972,850,126	-	-
8/25/2006	W/H TAX DIV C		(109,558)	-	* [1]	-	-	972,850,126	-	-
9/1/2006	W/H TAX DIV BA		(10,865)	-	* [1]	-	-	972,850,126	-	-
9/1/2006	W/H TAX DIV WFC		(42,814)	-	* [1]	-	-	972,850,126	-	-
9/1/2006	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(12)	-	* [1]	-	-	972,850,126	-	-
9/1/2006	W/H TAX DIV INTC		(26,330)	-	* [1]	-	-	972,850,126	-	-

Pg 83 of 104
BLMIS ACCOUNT NO. 1FR108 - UBS (LUXEMBOURG) SA FRO LUXALPHA SICAV ATTN: SERGE KARP

Column 1	Column 2	Column 3	Column 4	Column 5	Column 6	Column 7	Column 8	Column 9	Column 10
<u>Date</u>	<u>Transaction Description</u>	<u>Transaction Amount Reported in Customer Statement</u>	<u>Cash Deposits</u>	<u>Cash Withdrawals</u>	<u>Transfers of Principal In</u>	<u>Transfers of Principal Out</u>	<u>Balance of Principal</u>	<u>2-Year Initial Transfers</u>	<u>6-Year Initial Transfers</u>
9/5/2006	W/H TAX DIV WMT	(18,872)	-	* [1]	-	-	972,850,126	-	-
9/5/2006	W/H TAX DIV PFE	(79,316)	-	* [1]	-	-	972,850,126	-	-
9/6/2006	W/H TAX DIV UPS	(18,349)	-	* [1]	-	-	972,850,126	-	-
9/7/2006	CHECK WIRE	19,999,980	19,999,980	-	-	-	992,850,106	-	-
9/11/2006	W/H TAX DIV XOM	(86,832)	-	* [1]	-	-	992,850,106	-	-
9/11/2006	W/H TAX DIV IBM	(20,522)	-	* [1]	-	-	992,850,106	-	-
9/11/2006	W/H TAX DIV CVX	(52,311)	-	* [1]	-	-	992,850,106	-	-
9/11/2006	W/H TAX DIV UTX	(11,730)	-	* [1]	-	-	992,850,106	-	-
9/12/2006	W/H TAX DIV JNJ	(49,796)	-	* [1]	-	-	992,850,106	-	-
9/12/2006	W/H TAX DIV MMM	(14,808)	-	* [1]	-	-	992,850,106	-	-
9/14/2006	W/H TAX DIV MSFT	(35,695)	-	* [1]	-	-	992,850,106	-	-
9/15/2006	W/H TAX DIV AIG	(19,254)	-	* [1]	-	-	992,850,106	-	-
9/15/2006	W/H TAX DIV TWX	(10,748)	-	* [1]	-	-	992,850,106	-	-
9/15/2006	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(4)	-	* [1]	-	-	992,850,106	-	-
9/21/2006	W/H TAX DIV HD	(13,882)	-	* [1]	-	-	992,850,106	-	-
9/22/2006	W/H TAX DIV BAC	(114,923)	-	* [1]	-	-	992,850,106	-	-
9/27/2006	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(14)	-	* [1]	-	-	992,850,106	-	-
9/29/2006	W/H TAX DIV PEP	(22,254)	-	* [1]	-	-	992,850,106	-	-
9/29/2006	W/H TAX DIV S	(3,377)	-	* [1]	-	-	992,850,106	-	-
10/2/2006	W/H TAX DIV KO	(28,690)	-	* [1]	-	-	992,850,106	-	-
10/2/2006	W/H TAX DIV MRK	(36,698)	-	* [1]	-	-	992,850,106	-	-
10/4/2006	CHECK WIRE	19,999,980	19,999,980	-	-	-	1,012,850,086	-	-
10/4/2006	W/H TAX DIV HPQ	(9,979)	-	* [1]	-	-	1,012,850,086	-	-
10/10/2006	W/H TAX DIV MO	(81,098)	-	* [1]	-	-	1,012,850,086	-	-
10/17/2006	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(25)	-	* [1]	-	-	1,012,850,086	-	-
10/25/2006	W/H TAX DIV GE	(117,262)	-	* [1]	-	-	1,012,850,086	-	-
10/26/2006	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(5)	-	* [1]	-	-	1,012,850,086	-	-
10/27/2006	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(0)	-	* [1]	-	-	1,012,850,086	-	-
10/30/2006	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(3)	-	* [1]	-	-	1,012,850,086	-	-
10/31/2006	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(0)	-	* [1]	-	-	1,012,850,086	-	-
11/2/2006	CHECK WIRE	19,999,980	19,999,980	-	-	-	1,032,850,066	-	-
11/8/2006	CHECK WIRE	19,999,980	19,999,980	-	-	-	1,052,850,046	-	-
11/20/2006	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(11)	-	* [1]	-	-	1,052,850,046	-	-
11/20/2006	W/H TAX DIV TXN	(3,913)	-	* [1]	-	-	1,052,850,046	-	-
11/22/2006	W/H TAX DIV C	(149,447)	-	* [1]	-	-	1,052,850,046	-	-
11/22/2006	W/H TAX DIV MER	(14,387)	-	* [1]	-	-	1,052,850,046	-	-
11/27/2006	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(7)	-	* [1]	-	-	1,052,850,046	-	-
11/30/2006	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(1)	-	* [1]	-	-	1,052,850,046	-	-
12/4/2006	CHECK WIRE	19,999,980	19,999,980	-	-	-	1,072,850,026	-	-
12/20/2006	CHECK WIRE	19,999,980	19,999,980	-	-	-	1,092,850,006	-	-
12/28/2006	CHECK WIRE	19,999,980	19,999,980	-	-	-	1,112,849,986	-	-
1/2/2007	W/H TAX DIV MRK	(53,225)	-	* [1]	-	-	1,112,849,986	-	-
1/2/2007	W/H TAX DIV WMT	(26,844)	-	* [1]	-	-	1,112,849,986	-	-
1/2/2007	W/H TAX DIV PEP	(32,468)	-	* [1]	-	-	1,112,849,986	-	-
1/3/2007	W/H TAX DIV UTX	(16,775)	-	* [1]	-	-	1,112,849,986	-	-
1/3/2007	W/H TAX DIV JNJ	(69,055)	-	* [1]	-	-	1,112,849,986	-	-
1/3/2007	W/H TAX DIV HPQ	(14,257)	-	* [1]	-	-	1,112,849,986	-	-
1/3/2007	W/H TAX DIV MMM	(21,177)	-	* [1]	-	-	1,112,849,986	-	-
1/3/2007	W/H TAX DIV TGT	(6,215)	-	* [1]	-	-	1,112,849,986	-	-
1/3/2007	W/H TAX DIV CVX	(71,817)	-	* [1]	-	-	1,112,849,986	-	-
1/3/2007	W/H TAX DIV MSFT	(53,696)	-	* [1]	-	-	1,112,849,986	-	-
1/3/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(1)	-	* [1]	-	-	1,112,849,986	-	-
1/3/2007	W/H TAX DIV PFE	(109,605)	-	* [1]	-	-	1,112,849,986	-	-

Column 1	Column 2	Column 3	Column 4	Column 5	Column 6	Column 7	Column 8	Column 9	Column 10
<u>Date</u>	<u>Transaction Description</u>	<u>Transaction Amount Reported in Customer Statement</u>	<u>Cash Deposits</u>	<u>Cash Withdrawals</u>	<u>Transfers of Principal In</u>	<u>Transfers of Principal Out</u>	<u>Balance of Principal</u>	<u>2-Year Initial Transfers</u>	<u>6-Year Initial Transfers</u>
1/3/2007	W/H TAX DIV XOM	(118,423)	-	* [1]	-	-	1,112,849,986	-	-
1/3/2007	W/H TAX DIV KO	(41,006)	-	* [1]	-	-	1,112,849,986	-	-
1/3/2007	W/H TAX DIV TWX	(14,550)	-	* [1]	-	-	1,112,849,986	-	-
1/3/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(54)	-	* [1]	-	-	1,112,849,986	-	-
1/3/2007	W/H TAX DIV WB	(70,564)	-	* [1]	-	-	1,112,849,986	-	-
1/3/2007	W/H TAX DIV BAC	(164,841)	-	* [1]	-	-	1,112,849,986	-	-
1/3/2007	W/H TAX DIV BA	(15,537)	-	* [1]	-	-	1,112,849,986	-	-
1/3/2007	W/H TAX DIV INTC	(35,856)	-	* [1]	-	-	1,112,849,986	-	-
1/3/2007	W/H TAX DIV MCD	(74,810)	-	* [1]	-	-	1,112,849,986	-	-
1/3/2007	W/H TAX DIV WFC	(58,504)	-	* [1]	-	-	1,112,849,986	-	-
1/3/2007	W/H TAX DIV S	(4,810)	-	* [1]	-	-	1,112,849,986	-	-
1/3/2007	W/H TAX DIV EXC	(16,113)	-	* [1]	-	-	1,112,849,986	-	-
1/3/2007	W/H TAX DIV HD	(29,762)	-	* [1]	-	-	1,112,849,986	-	-
1/3/2007	W/H TAX DIV AIG	(27,778)	-	* [1]	-	-	1,112,849,986	-	-
1/3/2007	W/H TAX DIV IBM	(28,155)	-	* [1]	-	-	1,112,849,986	-	-
1/4/2007	W/H TAX DIV UPS	(26,241)	-	* [1]	-	-	1,112,849,986	-	-
1/10/2007	W/H TAX DIV MO	(31,943)	-	* [1]	-	-	1,112,849,986	-	-
1/12/2007	W/H TAX DIV DIS	(42,200)	-	* [1]	-	-	1,112,849,986	-	-
1/25/2007	W/H TAX DIV GE	(108,674)	-	* [1]	-	-	1,112,849,986	-	-
1/29/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(9)	-	* [1]	-	-	1,112,849,986	-	-
1/31/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(2)	-	* [1]	-	-	1,112,849,986	-	-
2/6/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(5)	-	* [1]	-	-	1,112,849,986	-	-
2/13/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(6)	-	* [1]	-	-	1,112,849,986	-	-
2/16/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(3)	-	* [1]	-	-	1,112,849,986	-	-
2/20/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(1)	-	* [1]	-	-	1,112,849,986	-	-
2/22/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(0)	-	* [1]	-	-	1,112,849,986	-	-
2/23/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(1)	-	* [1]	-	-	1,112,849,986	-	-
2/27/2007	CHECK WIRE	19,999,980	19,999,980	-	-	-	1,132,849,966	-	-
2/27/2007	W/H TAX DIV CMCSA	(4)	-	* [1]	-	-	1,132,849,966	-	-
2/28/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(7)	-	* [1]	-	-	1,132,849,966	-	-
3/1/2007	W/H TAX DIV COP	(24,645)	-	* [1]	-	-	1,132,849,966	-	-
3/6/2007	W/H TAX DIV UPS	(16,335)	-	* [1]	-	-	1,132,849,966	-	-
3/9/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(16)	-	* [1]	-	-	1,132,849,966	-	-
3/12/2007	W/H TAX DIV TGT	(3,819)	-	* [1]	-	-	1,132,849,966	-	-
3/12/2007	W/H TAX DIV MMM	(20,226)	-	* [1]	-	-	1,132,849,966	-	-
3/12/2007	W/H TAX DIV UTX	(5,617)	-	* [1]	-	-	1,132,849,966	-	-
3/12/2007	W/H TAX DIV CVX	(23,046)	-	* [1]	-	-	1,132,849,966	-	-
3/13/2007	W/H TAX DIV JNJ	(61,230)	-	* [1]	-	-	1,132,849,966	-	-
3/15/2007	W/H TAX DIV WB	(58,992)	-	* [1]	-	-	1,132,849,966	-	-
3/15/2007	W/H TAX DIV TWX	(12,167)	-	* [1]	-	-	1,132,849,966	-	-
3/16/2007	W/H TAX DIV AIG	(23,465)	-	* [1]	-	-	1,132,849,966	-	-
3/20/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(24)	-	* [1]	-	-	1,132,849,966	-	-
3/22/2007	W/H TAX DIV HD	(26,072)	-	* [1]	-	-	1,132,849,966	-	-
3/23/2007	W/H TAX DIV BAC	(138,630)	-	* [1]	-	-	1,132,849,966	-	-
3/28/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(13)	-	* [1]	-	-	1,132,849,966	-	-
3/30/2007	W/H TAX DIV PEP	(32,347)	-	* [1]	-	-	1,132,849,966	-	-
3/30/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(7)	-	* [1]	-	-	1,132,849,966	-	-
3/30/2007	W/H TAX DIV S	(4,741)	-	* [1]	-	-	1,132,849,966	-	-
4/2/2007	CHECK WIRE	19,999,980	19,999,980	-	-	-	1,152,849,946	-	-
4/2/2007	W/H TAX DIV MRK	(55,434)	-	* [1]	-	-	1,152,849,946	-	-
4/2/2007	W/H TAX DIV WMT	(35,899)	-	* [1]	-	-	1,152,849,946	-	-
4/2/2007	W/H TAX DIV KO	(46,422)	-	* [1]	-	-	1,152,849,946	-	-

BLMIS ACCOUNT NO. 1FR108 - UBS (LUXEMBOURG) SA FUND LUXALPHA SICAV ATTN: SERGE KARP

Pg 85 of 104

Column 1	Column 2	Column 3	Column 4	Column 5	Column 6	Column 7	Column 8	Column 9	Column 10
Date	Transaction Description	Transaction Amount Reported in Customer Statement	Cash Deposits	Cash Withdrawals	Transfers of Principal In	Transfers of Principal Out	Balance of Principal	2-Year Initial Transfers	6-Year Initial Transfers
4/4/2007	W/H TAX DIV HPQ	(14,715)	-	* [1]	-	-	1,152,849,946	-	-
4/10/2007	W/H TAX DIV MO	(120,002)	-	* [1]	-	-	1,152,849,946	-	-
4/19/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(30)	-	* [1]	-	-	1,152,849,946	-	-
4/20/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(1)	-	* [1]	-	-	1,152,849,946	-	-
4/25/2007	W/H TAX DIV GE	(160,752)	-	* [1]	-	-	1,152,849,946	-	-
5/4/2007	W/H TAX DIV CVS	(4,346)	-	* [1]	-	-	1,152,849,946	-	-
5/15/2007	W/H TAX DIV PG	(77,001)	-	* [1]	-	-	1,152,849,946	-	-
5/21/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(20)	-	* [1]	-	-	1,152,849,946	-	-
5/23/2007	W/H TAX DIV MER	(20,383)	-	* [1]	-	-	1,152,849,946	-	-
5/24/2007	W/H TAX DIV GS	(5,965)	-	* [1]	-	-	1,152,849,946	-	-
5/25/2007	W/H TAX DIV C	(181,697)	-	* [1]	-	-	1,152,849,946	-	-
5/31/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(4)	-	* [1]	-	-	1,152,849,946	-	-
6/1/2007	W/H TAX DIV WFC	(65,225)	-	* [1]	-	-	1,152,849,946	-	-
6/1/2007	W/H TAX DIV COP	(46,848)	-	* [1]	-	-	1,152,849,946	-	-
6/1/2007	W/H TAX DIV INTC	(45,133)	-	* [1]	-	-	1,152,849,946	-	-
6/1/2007	W/H TAX DIV BA	(18,815)	-	* [1]	-	-	1,152,849,946	-	-
6/4/2007	W/H TAX DIV WMT	(37,012)	-	* [1]	-	-	1,152,849,946	-	-
6/5/2007	W/H TAX DIV PFE	(142,614)	-	* [1]	-	-	1,152,849,946	-	-
6/5/2007	W/H TAX DIV UPS	(29,895)	-	* [1]	-	-	1,152,849,946	-	-
6/6/2007	W/H TAX DIV TYC	(13,788)	-	(13,788)	-	-	1,152,836,159	-	-
6/11/2007	W/H TAX DIV XOM	(137,376)	-	* [1]	-	-	1,152,836,159	-	-
6/11/2007	W/H TAX DIV UTX	(18,862)	-	* [1]	-	-	1,152,836,159	-	-
6/11/2007	W/H TAX DIV IBM	(41,412)	-	* [1]	-	-	1,152,836,159	-	-
6/11/2007	W/H TAX DIV CVX	(86,319)	-	* [1]	-	-	1,152,836,159	-	-
6/12/2007	W/H TAX DIV JNJ	(82,419)	-	* [1]	-	-	1,152,836,159	-	-
6/12/2007	W/H TAX DIV MMM	(24,847)	-	* [1]	-	-	1,152,836,159	-	-
6/14/2007	W/H TAX DIV MSFT	(59,957)	-	* [1]	-	-	1,152,836,159	-	-
6/15/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(9)	-	* [1]	-	-	1,152,836,159	-	-
6/15/2007	W/H TAX DIV TWX	(14,701)	-	* [1]	-	-	1,152,836,159	-	-
6/15/2007	W/H TAX DIV WB	(72,472)	-	* [1]	-	-	1,152,836,159	-	-
6/15/2007	W/H TAX DIV AIG	(29,895)	-	* [1]	-	-	1,152,836,159	-	-
6/21/2007	W/H TAX DIV HD	(32,030)	-	* [1]	-	-	1,152,836,159	-	-
6/22/2007	W/H TAX DIV BAC	(173,932)	-	* [1]	-	-	1,152,836,159	-	-
6/29/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(19)	-	* [1]	-	-	1,152,836,159	-	-
6/29/2007	W/H TAX DIV PEP	(42,848)	-	* [1]	-	-	1,152,836,159	-	-
6/29/2007	W/H TAX DIV S	(5,015)	-	* [1]	-	-	1,152,836,159	-	-
7/2/2007	W/H TAX DIV MRK	(56,554)	-	* [1]	-	-	1,152,836,159	-	-
7/2/2007	W/H TAX DIV KO	(46,972)	-	* [1]	-	-	1,152,836,159	-	-
7/5/2007	W/H TAX DIV HPQ	(15,012)	-	* [1]	-	-	1,152,836,159	-	-
7/10/2007	W/H TAX DIV MO	(99,600)	-	* [1]	-	-	1,152,836,159	-	-
7/17/2007	CXL W/H TAX DIV TYC	13,788	-	13,788	-	-	1,152,849,946	-	-
7/17/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(19)	-	* [1]	-	-	1,152,849,946	-	-
8/2/2007	CHECK WIRE	(15,000,000)	-	(15,000,000)	-	-	1,137,849,946	(15,000,000)	(15,000,000)
8/2/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(11)	-	* [1]	-	-	1,137,849,946	-	-
8/6/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(1)	-	* [1]	-	-	1,137,849,946	-	-
8/24/2007	W/H TAX DIV C	(74,423)	-	* [1]	-	-	1,137,849,946	-	-
9/4/2007	W/H TAX DIV WMT	(14,874)	-	* [1]	-	-	1,137,849,946	-	-
9/4/2007	W/H TAX DIV WFC	(29,020)	-	* [1]	-	-	1,137,849,946	-	-
9/4/2007	W/H TAX DIV INTC	(18,430)	-	* [1]	-	-	1,137,849,946	-	-
9/5/2007	W/H TAX DIV PFE	(57,313)	-	* [1]	-	-	1,137,849,946	-	-
9/6/2007	CHECK WIRE	(43,000,000)	-	(43,000,000)	-	-	1,094,849,946	(43,000,000)	(43,000,000)
9/6/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(25)	-	* [1]	-	-	1,094,849,946	-	-

Column 1	Column 2	Column 3	Column 4	Column 5	Column 6	Column 7	Column 8	Column 9	Column 10
<u>Date</u>	<u>Transaction Description</u>	<u>Transaction Amount Reported in Customer Statement</u>	<u>Cash Deposits</u>	<u>Cash Withdrawals</u>	<u>Transfers of Principal In</u>	<u>Transfers of Principal Out</u>	<u>Balance of Principal</u>	<u>2-Year Initial Transfers</u>	<u>6-Year Initial Transfers</u>
9/7/2007	W/H TAX DIV BA	(7,281)	-	* [1]	-	-	1,094,849,946	-	-
9/10/2007	W/H TAX DIV CVX	(34,689)	-	* [1]	-	-	1,094,849,946	-	-
9/10/2007	W/H TAX DIV IBM	(15,602)	-	* [1]	-	-	1,094,849,946	-	-
9/10/2007	W/H TAX DIV UTX	(9,153)	-	* [1]	-	-	1,094,849,946	-	-
9/10/2007	W/H TAX DIV XOM	(55,519)	-	* [1]	-	-	1,094,849,946	-	-
9/13/2007	W/H TAX DIV MSFT	(23,664)	-	* [1]	-	-	1,094,849,946	-	-
9/14/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(5)	-	* [1]	-	-	1,094,849,946	-	-
9/18/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(3)	-	* [1]	-	-	1,094,849,946	-	-
9/26/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(10)	-	* [1]	-	-	1,094,849,946	-	-
9/28/2007	CHECK WIRE	(12,366,000)	-	(12,366,000)	-	-	1,082,483,946	(12,366,000)	(12,366,000)
9/28/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(1)	-	* [1]	-	-	1,082,483,946	-	-
10/1/2007	W/H TAX DIV KO	(17,157)	-	* [1]	-	-	1,082,483,946	-	-
10/10/2007	W/H TAX DIV MO	(39,650)	-	* [1]	-	-	1,082,483,946	-	-
10/25/2007	W/H TAX DIV GE	(104,711)	-	* [1]	-	-	1,082,483,946	-	-
10/31/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(28)	-	* [1]	-	-	1,082,483,946	-	-
11/7/2007	CHECK WIRE	19,999,980	19,999,980	-	-	-	1,102,483,926	-	-
11/7/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(16)	-	* [1]	-	-	1,102,483,926	-	-
11/13/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(21)	-	* [1]	-	-	1,102,483,926	-	-
11/15/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(7)	-	* [1]	-	-	1,102,483,926	-	-
11/21/2007	W/H TAX DIV MER	(5,555)	-	* [1]	-	-	1,102,483,926	-	-
11/21/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(2)	-	* [1]	-	-	1,102,483,926	-	-
11/21/2007	W/H TAX DIV C	(47,134)	-	* [1]	-	-	1,102,483,926	-	-
11/30/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(14)	-	* [1]	-	-	1,102,483,926	-	-
12/3/2007	W/H TAX DIV COP	(11,712)	-	* [1]	-	-	1,102,483,926	-	-
12/3/2007	W/H TAX DIV MCD	(46,595)	-	* [1]	-	-	1,102,483,926	-	-
12/10/2007	W/H TAX DIV UTX	(8,411)	-	* [1]	-	-	1,102,483,926	-	-
12/10/2007	W/H TAX DIV CVX	(31,876)	-	* [1]	-	-	1,102,483,926	-	-
12/10/2007	W/H TAX DIV EXC	(7,360)	-	* [1]	-	-	1,102,483,926	-	-
12/11/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(26)	-	* [1]	-	-	1,102,483,926	-	-
12/11/2007	W/H TAX DIV JNJ	(60,278)	-	* [1]	-	-	1,102,483,926	-	-
12/12/2007	W/H TAX DIV MMM	(17,992)	-	* [1]	-	-	1,102,483,926	-	-
12/13/2007	W/H TAX DIV MSFT	(23,130)	-	* [1]	-	-	1,102,483,926	-	-
12/20/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(1)	-	* [1]	-	-	1,102,483,926	-	-
12/31/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(13)	-	* [1]	-	-	1,102,483,926	-	-
1/2/2008	W/H TAX DIV HPQ	(3,486)	-	* [1]	-	-	1,102,483,926	-	-
1/2/2008	W/H TAX DIV WMT	(8,903)	-	* [1]	-	-	1,102,483,926	-	-
1/3/2008	W/H TAX DIV UPS	(11,039)	-	* [1]	-	-	1,102,483,926	-	-
1/28/2008	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(2)	-	* [1]	-	-	1,102,483,926	-	-
2/7/2008	CHECK WIRE	49,999,980	49,999,980	-	-	-	1,152,483,906	-	-
2/20/2008	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(13)	-	* [1]	-	-	1,152,483,906	-	-
2/22/2008	W/H TAX DIV C	(52,571)	-	* [1]	-	-	1,152,483,906	-	-
2/28/2008	W/H TAX DIV GS	(4,259)	-	* [1]	-	-	1,152,483,906	-	-
3/3/2008	W/H TAX DIV WFC	(34,895)	-	* [1]	-	-	1,152,483,906	-	-
3/3/2008	W/H TAX DIV INTC	(24,437)	-	* [1]	-	-	1,152,483,906	-	-
3/3/2008	W/H TAX DIV COP	(24,308)	-	* [1]	-	-	1,152,483,906	-	-
3/4/2008	W/H TAX DIV PFE	(70,095)	-	* [1]	-	-	1,152,483,906	-	-
3/4/2008	W/H TAX DIV UPS	(15,059)	-	* [1]	-	-	1,152,483,906	-	-
3/5/2008	W/H TAX DIV MER	(9,583)	-	* [1]	-	-	1,152,483,906	-	-
3/7/2008	W/H TAX DIV BA	(9,735)	-	* [1]	-	-	1,152,483,906	-	-
3/10/2008	W/H TAX DIV EXC	(10,648)	-	* [1]	-	-	1,152,483,906	-	-
3/10/2008	W/H TAX DIV UTX	(10,709)	-	* [1]	-	-	1,152,483,906	-	-
3/10/2008	W/H TAX DIV XOM	(63,888)	-	* [1]	-	-	1,152,483,906	-	-

Column 1	Column 2	Column 3	Column 4	Column 5	Column 6	Column 7	Column 8	Column 9	Column 10
Date	<u>Transaction Description</u>	<u>Transaction Amount</u> <u>Reported in</u> <u>Customer Statement</u>	<u>Cash Deposits</u>	<u>Cash</u> <u>Withdrawals</u>	<u>Transfers of</u> <u>Principal In</u>	<u>Transfers of</u> <u>Principal Out</u>	<u>Balance of</u> <u>Principal</u>	<u>2-Year</u> <u>Initial</u> <u>Transfers</u>	<u>6-Year</u> <u>Initial</u> <u>Transfers</u>
3/10/2008	W/H TAX DIV IBM	(18,254)	-	* [1]	-	-	1,152,483,906	-	-
3/10/2008	W/H TAX DIV CVX	(40,584)	-	* [1]	-	-	1,152,483,906	-	-
3/11/2008	W/H TAX DIV JNJ	(39,139)	-	* [1]	-	-	1,152,483,906	-	-
3/12/2008	W/H TAX DIV MMM	(12,169)	-	* [1]	-	-	1,152,483,906	-	-
3/13/2008	W/H TAX DIV MSFT	(29,115)	-	* [1]	-	-	1,152,483,906	-	-
3/17/2008	W/H TAX DIV WB	(42,836)	-	* [1]	-	-	1,152,483,906	-	-
3/17/2008	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(12)	-	* [1]	-	-	1,152,483,906	-	-
3/17/2008	W/H TAX DIV MCD	(14,831)	-	* [1]	-	-	1,152,483,906	-	-
3/17/2008	W/H TAX DIV TWX	(7,416)	-	* [1]	-	-	1,152,483,906	-	-
3/19/2008	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(1)	-	* [1]	-	-	1,152,483,906	-	-
3/20/2008	CHECK WIRE	119,999,980	119,999,980	-	-	-	1,272,483,886	-	-
3/24/2008	W/H TAX DIV AIG	(17,037)	-	* [1]	-	-	1,272,483,886	-	-
3/27/2008	W/H TAX DIV HD	(12,321)	-	* [1]	-	-	1,272,483,886	-	-
3/28/2008	W/H TAX DIV BAC	(93,459)	-	* [1]	-	-	1,272,483,886	-	-
3/31/2008	W/H TAX DIV PEP	(19,395)	-	* [1]	-	-	1,272,483,886	-	-
4/1/2008	W/H TAX DIV MRK	(27,746)	-	* [1]	-	-	1,272,483,886	-	-
4/1/2008	W/H TAX DIV KO	(25,434)	-	* [1]	-	-	1,272,483,886	-	-
4/2/2008	W/H TAX DIV HPQ	(6,815)	-	* [1]	-	-	1,272,483,886	-	-
4/4/2008	W/H TAX DIV KFT	(13,964)	-	* [1]	-	-	1,272,483,886	-	-
4/4/2008	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(3)	-	* [1]	-	-	1,272,483,886	-	-
4/7/2008	W/H TAX DIV WMT	(18,064)	-	* [1]	-	-	1,272,483,886	-	-
4/18/2008	CHECK WIRE	14,999,980	14,999,980	-	-	-	1,287,483,866	-	-
4/23/2008	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(3)	-	* [1]	-	-	1,287,483,866	-	-
4/25/2008	W/H TAX DIV GE	(102,799)	-	* [1]	-	-	1,287,483,866	-	-
4/25/2008	W/H TAX DIV MDT	(4,487)	-	* [1]	-	-	1,287,483,866	-	-
4/30/2008	W/H TAX DIV MS	(8,883)	-	* [1]	-	-	1,287,483,866	-	-
4/30/2008	W/H TAX DIV JPM	(40,917)	-	* [1]	-	-	1,287,483,866	-	-
5/1/2008	W/H TAX DIV T	(77,766)	-	* [1]	-	-	1,287,483,866	-	-
5/1/2008	W/H TAX DIV VZ	(39,870)	-	* [1]	-	-	1,287,483,866	-	-
5/2/2008	W/H TAX DIV BK	(8,614)	-	* [1]	-	-	1,287,483,866	-	-
5/2/2008	W/H TAX DIV CVS	(2,871)	-	* [1]	-	-	1,287,483,866	-	-
5/9/2008	W/H TAX DIV AXP	(6,461)	-	* [1]	-	-	1,287,483,866	-	-
5/15/2008	W/H TAX DIV PG	(40,678)	-	* [1]	-	-	1,287,483,866	-	-
5/15/2008	W/H TAX DIV ABT	(18,305)	-	* [1]	-	-	1,287,483,866	-	-
5/20/2008	W/H TAX DIV CAT	(7,537)	-	* [1]	-	-	1,287,483,866	-	-
5/23/2008	W/H TAX DIV C	(51,684)	-	* [1]	-	-	1,287,483,866	-	-
5/28/2008	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(12)	-	* [1]	-	-	1,287,483,866	-	-
5/29/2008	W/H TAX DIV GS	(4,187)	-	* [1]	-	-	1,287,483,866	-	-
6/2/2008	W/H TAX DIV WMT	(34,075)	-	* [1]	-	-	1,287,483,866	-	-
6/2/2008	W/H TAX DIV WFC	(60,656)	-	* [1]	-	-	1,287,483,866	-	-
6/2/2008	W/H TAX DIV INTC	(26,381)	-	* [1]	-	-	1,287,483,866	-	-
6/2/2008	W/H TAX DIV COP	(14,991)	-	* [1]	-	-	1,287,483,866	-	-
6/3/2008	W/H TAX DIV PFE	(130,671)	-	* [1]	-	-	1,287,483,866	-	-
6/3/2008	W/H TAX DIV UPS	(27,315)	-	* [1]	-	-	1,287,483,866	-	-
6/6/2008	CHECK WIRE	14,999,980	14,999,980	-	-	-	1,302,483,846	-	-
6/6/2008	W/H TAX DIV BA	(17,658)	-	* [1]	-	-	1,302,483,846	-	-
6/10/2008	W/H TAX DIV UTX	(19,424)	-	* [1]	-	-	1,302,483,846	-	-
6/10/2008	W/H TAX DIV JNJ	(26,754)	-	* [1]	-	-	1,302,483,846	-	-
6/10/2008	W/H TAX DIV XOM	(129,219)	-	* [1]	-	-	1,302,483,846	-	-
6/10/2008	W/H TAX DIV IBM	(41,387)	-	* [1]	-	-	1,302,483,846	-	-
6/10/2008	W/H TAX DIV EXC	(19,314)	-	* [1]	-	-	1,302,483,846	-	-
6/10/2008	W/H TAX DIV CVX	(82,497)	-	* [1]	-	-	1,302,483,846	-	-

Column 1	Column 2	Column 3	Column 4	Column 5	Column 6	Column 7	Column 8	Column 9	Column 10
Date	Transaction Description	Transaction Amount Reported in Customer Statement	Cash Deposits	Cash Withdrawals	Transfers of Principal In	Transfers of Principal Out	Balance of Principal	2-Year Initial Transfers	6-Year Initial Transfers
6/12/2008	W/H TAX DIV MMM	(22,073)	-	* [1]	-	-	1,302,483,846	-	-
6/12/2008	W/H TAX DIV MSFT	(52,809)	-	* [1]	-	-	1,302,483,846	-	-
6/24/2008	CHECK WIRE	19,999,980	19,999,980	-	-	-	1,322,483,826	-	-
6/27/2008	CHECK WIRE	14,999,980	14,999,980	-	-	-	1,337,483,806	-	-
7/9/2008	CHECK WIRE	74,999,980	74,999,980	-	-	-	1,412,483,786	-	-
7/18/2008	CHECK WIRE	14,999,980	14,999,980	-	-	-	1,427,483,766	-	-
7/21/2008	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(64)	-	* [1]	-	-	1,427,483,766	-	-
7/23/2008	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(1)	-	* [1]	-	-	1,427,483,766	-	-
8/1/2008	W/H TAX DIV CVS	(4,501)	-	* [1]	-	-	1,427,483,766	-	-
8/8/2008	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(4)	-	* [1]	-	-	1,427,483,766	-	-
8/13/2008	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(0)	-	* [1]	-	-	1,427,483,766	-	-
8/20/2008	W/H TAX DIV CAT	(11,987)	-	* [1]	-	-	1,427,483,766	-	-
8/22/2008	W/H TAX DIV C	(76,979)	-	* [1]	-	-	1,427,483,766	-	-
8/28/2008	W/H TAX DIV GS	(5,708)	-	* [1]	-	-	1,427,483,766	-	-
9/11/2008	CHECK WIRE	(130,000,000)	-	(130,000,000)	-	-	1,297,483,766	(130,000,000)	(130,000,000)
10/2/2008	W/H TAX DIV IBM	(30,580)	-	* [1]	-	-	1,297,483,766	-	-
10/2/2008	W/H TAX DIV QCOM	(5,489)	-	* [1]	-	-	1,297,483,766	-	-
10/2/2008	W/H TAX DIV UTX	(21,061)	-	* [1]	-	-	1,297,483,766	-	-
10/2/2008	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(1)	-	* [1]	-	-	1,297,483,766	-	-
10/2/2008	W/H TAX DIV EXC	(20,941)	-	* [1]	-	-	1,297,483,766	-	-
10/2/2008	W/H TAX DIV COP	(32,578)	-	* [1]	-	-	1,297,483,766	-	-
10/2/2008	W/H TAX DIV WMT	(35,525)	-	* [1]	-	-	1,297,483,766	-	-
10/2/2008	W/H TAX DIV BUD	(12,069)	-	* [1]	-	-	1,297,483,766	-	-
10/2/2008	W/H TAX DIV MCD	(27,639)	-	* [1]	-	-	1,297,483,766	-	-
10/2/2008	W/H TAX DIV PFE	(96,550)	-	* [1]	-	-	1,297,483,766	-	-
10/2/2008	W/H TAX DIV BA	(13,047)	-	* [1]	-	-	1,297,483,766	-	-
10/2/2008	W/H TAX DIV PEP	(43,229)	-	* [1]	-	-	1,297,483,766	-	-
10/2/2008	W/H TAX DIV HD	(8,148)	-	* [1]	-	-	1,297,483,766	-	-
10/2/2008	W/H TAX DIV AIG	(38,592)	-	* [1]	-	-	1,297,483,766	-	-
10/2/2008	W/H TAX DIV MSFT	(57,708)	-	* [1]	-	-	1,297,483,766	-	-
10/2/2008	W/H TAX DIV BAC	(186,243)	-	* [1]	-	-	1,297,483,766	-	-
10/2/2008	W/H TAX DIV INTC	(35,391)	-	* [1]	-	-	1,297,483,766	-	-
10/2/2008	W/H TAX DIV WFC	(42,975)	-	* [1]	-	-	1,297,483,766	-	-
10/2/2008	W/H TAX DIV CVX	(88,210)	-	* [1]	-	-	1,297,483,766	-	-
10/2/2008	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(13)	-	* [1]	-	-	1,297,483,766	-	-
10/2/2008	W/H TAX DIV XOM	(138,048)	-	* [1]	-	-	1,297,483,766	-	-
10/2/2008	W/H TAX DIV TWX	(14,822)	-	* [1]	-	-	1,297,483,766	-	-
10/2/2008	W/H TAX DIV JNJ	(84,444)	-	* [1]	-	-	1,297,483,766	-	-
10/2/2008	W/H TAX DIV MMM	(23,933)	-	* [1]	-	-	1,297,483,766	-	-
10/2/2008	W/H TAX DIV UPS	(29,617)	-	* [1]	-	-	1,297,483,766	-	-
10/2/2008	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(11)	-	* [1]	-	-	1,297,483,766	-	-
10/10/2008	CHECK WIRE	(180,000,000)	-	(180,000,000)	-	-	1,117,483,766	(180,000,000)	(180,000,000)
10/24/2008	CHECK WIRE	(180,000,000)	-	(180,000,000)	-	-	937,483,766	(180,000,000)	(180,000,000)
11/4/2008	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(1)	-	* [1]	-	-	937,483,766	-	-
11/4/2008	W/H TAX DIV MO	(9,603)	-	* [1]	-	-	937,483,766	-	-
11/4/2008	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(1)	-	* [1]	-	-	937,483,766	-	-
11/4/2008	W/H TAX DIV HPQ	(12,771)	-	* [1]	-	-	937,483,766	-	-
11/4/2008	W/H TAX DIV PM	(23,780)	-	* [1]	-	-	937,483,766	-	-
11/4/2008	W/H TAX DIV MRK	(52,293)	-	* [1]	-	-	937,483,766	-	-
11/4/2008	W/H TAX DIV KO	(16,006)	-	* [1]	-	-	937,483,766	-	-
11/4/2008	W/H TAX DIV BAX	(9,109)	-	* [1]	-	-	937,483,766	-	-
11/14/2008	CHECK WIRE	(50,000,000)	-	(50,000,000)	-	-	887,483,766	(50,000,000)	(50,000,000)
11/19/2008	CHECK WIRE	(125,000,000)	-	(125,000,000)	-	-	762,483,766	(125,000,000)	(125,000,000)

Pg 89 of 104
BLMIS ACCOUNT NO. 1FR108 - UBS (LUXEMBOURG) SA - FRO LUXALPHA SICAV ATTN: SERGE KARP

Column 1	Column 2	Column 3	Column 4	Column 5	Column 6	Column 7	Column 8	Column 9	Column 10
<u>Date</u>	<u>Transaction Description</u>	<u>Transaction Amount Reported in Customer Statement</u>	<u>Cash Deposits</u>	<u>Cash Withdrawals</u>	<u>Transfers of Principal In</u>	<u>Transfers of Principal Out</u>	<u>Balance of Principal</u>	<u>2-Year Initial Transfers</u>	<u>6-Year Initial Transfers</u>
12/3/2008	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(0)	-	* ^[1]	-	-	762,483,766	-	-
12/3/2008	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(0)	-	* ^[1]	-	-	762,483,766	-	-
12/3/2008	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(0)	-	* ^[1]	-	-	762,483,766	-	-
12/3/2008	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(1)	-	* ^[1]	-	-	762,483,766	-	-
12/3/2008	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(1)	-	* ^[1]	-	-	762,483,766	-	-
12/3/2008	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(0)	-	* ^[1]	-	-	762,483,766	-	-
Total:			\$ 1,514,049,766	\$ (751,566,000)	\$ -	\$ 1	\$ 762,483,766	\$ (735,366,000)	\$ (751,566,000)

^[1] Amounts withheld from account holders and paid by BLMIS to the IRS on behalf of account holders during the six-year period prior to the filing date have not been deducted from the balance of principal as those amounts have subsequently been refunded by the IRS.

Pg 90 of 104
BLMIS ACCOUNT NO. 1FR096 BROOKVIEW FINANCIER LTD

Column 1	Column 2	Column 3	Column 4	Column 5	Column 6	Column 7	Column 8	Column 9	Column 10
<u>Date</u>	<u>Transaction Description</u>	<u>Transaction Amount Reported in Customer Statement</u>	<u>Cash Deposits</u>	<u>Cash Withdrawals</u>	<u>Transfers of Principal In</u>	<u>Transfers of Principal Out</u>	<u>Balance of Principal</u>	<u>2-Year Initial Transfers</u>	<u>6-Year Initial Transfers</u>
4/8/2003	CHECK WIRE	3,885,000	3,885,000	-	-	-	3,885,000	-	-
4/15/2003	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(1)	-	* [1]	-	-	3,885,000	-	-
5/1/2003	CHECK WIRE	1,000,000	1,000,000	-	-	-	4,885,000	-	-
5/9/2003	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(1)	-	* [1]	-	-	4,885,000	-	-
5/19/2003	CHECK WIRE	2,892,607	2,892,607	-	-	-	7,777,607	-	-
5/19/2003	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(1)	-	* [1]	-	-	7,777,607	-	-
6/5/2003	CHECK WIRE	2,589,000	2,589,000	-	-	-	10,366,607	-	-
6/5/2003	W/H TAX DIV PFE	(445)	-	* [1]	-	-	10,366,607	-	-
6/10/2003	W/H TAX DIV XOM	(624)	-	* [1]	-	-	10,366,607	-	-
6/10/2003	W/H TAX DIV JNJ	(262)	-	* [1]	-	-	10,366,607	-	-
6/12/2003	W/H TAX DIV DD	(131)	-	* [1]	-	-	10,366,607	-	-
6/12/2003	W/H TAX DIV MMM	(103)	-	* [1]	-	-	10,366,607	-	-
6/20/2003	W/H TAX DIV AIG	(45)	-	* [1]	-	-	10,366,607	-	-
6/25/2003	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(3)	-	* [1]	-	-	10,366,607	-	-
6/26/2003	W/H TAX DIV HD	(52)	-	* [1]	-	-	10,366,607	-	-
6/27/2003	CHECK WIRE	(1,200,000)	-	(1,200,000)	-	-	9,166,607	-	(1,200,000)
6/27/2003	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(0)	-	* [1]	-	-	9,166,607	-	-
6/27/2003	W/H TAX DIV BAC	(359)	-	* [1]	-	-	9,166,607	-	-
6/30/2003	W/H TAX DIV PEP	(100)	-	* [1]	-	-	9,166,607	-	-
7/1/2003	W/H TAX DIV ONE	(92)	-	* [1]	-	-	9,166,607	-	-
7/1/2003	W/H TAX DIV KO	(199)	-	* [1]	-	-	9,166,607	-	-
7/1/2003	W/H TAX DIV MRK	(303)	-	* [1]	-	-	9,166,607	-	-
7/7/2003	W/H TAX DIV WMT	(146)	-	* [1]	-	-	9,166,607	-	-
7/8/2003	CHECK WIRE	5,000,000	5,000,000	-	-	-	14,166,607	-	-
7/8/2003	W/H TAX DIV MO	(499)	-	* [1]	-	-	14,166,607	-	-
7/9/2003	W/H TAX DIV HPQ	(90)	-	* [1]	-	-	14,166,607	-	-
7/10/2003	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(1)	-	* [1]	-	-	14,166,607	-	-
7/21/2003	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(1)	-	* [1]	-	-	14,166,607	-	-
7/31/2003	W/H TAX DIV MWD	(156)	-	* [1]	-	-	14,166,607	-	-
8/1/2003	W/H TAX DIV VZ	(717)	-	* [1]	-	-	14,166,607	-	-
8/1/2003	W/H TAX DIV SBC	(841)	-	* [1]	-	-	14,166,607	-	-
8/5/2003	CHECK WIRE	1,226,000	1,226,000	-	-	-	15,392,607	-	-
8/8/2003	CHECK WIRE	238,000	238,000	-	-	-	15,630,607	-	-
8/15/2003	W/H TAX DIV PG	(385)	-	* [1]	-	-	15,630,607	-	-
8/22/2003	W/H TAX DIV C	(1,184)	-	* [1]	-	-	15,630,607	-	-
8/27/2003	W/H TAX DIV MER	(99)	-	* [1]	-	-	15,630,607	-	-
9/2/2003	W/H TAX DIV INTC	(85)	-	* [1]	-	-	15,630,607	-	-
9/2/2003	W/H TAX DIV WFC	(508)	-	* [1]	-	-	15,630,607	-	-
9/3/2003	CHECK WIRE	810,000	810,000	-	-	-	16,440,607	-	-
9/4/2003	W/H TAX DIV PFE	(778)	-	* [1]	-	-	16,440,607	-	-
9/5/2003	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(15)	-	* [1]	-	-	16,440,607	-	-
9/9/2003	W/H TAX DIV BUD	(124)	-	* [1]	-	-	16,440,607	-	-
9/10/2003	W/H TAX DIV XOM	(1,114)	-	* [1]	-	-	16,440,607	-	-
9/10/2003	W/H TAX DIV IBM	(180)	-	* [1]	-	-	16,440,607	-	-
9/12/2003	W/H TAX DIV DD	(237)	-	* [1]	-	-	16,440,607	-	-
9/19/2003	W/H TAX DIV AIG	(195)	-	* [1]	-	-	16,440,607	-	-
9/26/2003	W/H TAX DIV BAC	(1,348)	-	* [1]	-	-	16,440,607	-	-
9/30/2003	W/H TAX DIV PEP	(315)	-	* [1]	-	-	16,440,607	-	-
10/1/2003	W/H TAX DIV MRK	(970)	-	* [1]	-	-	16,440,607	-	-
10/1/2003	W/H TAX DIV KO	(638)	-	* [1]	-	-	16,440,607	-	-
10/1/2003	W/H TAX DIV VIA.B	(68)	-	* [1]	-	-	16,440,607	-	-
10/2/2003	CHECK WIRE	3,885,000	3,885,000	-	-	-	20,325,607	-	-

Pg 91 of 104
BLMIS ACCOUNT NO. 1FR096 BROOKLYN FINANCIER LTD

Column 1		Column 2	Column 3	Column 4	Column 5	Column 6	Column 7	Column 8	Column 9	Column 10
<u>Date</u>		<u>Transaction Description</u>	<u>Transaction Amount Reported in Customer Statement</u>	<u>Cash Deposits</u>	<u>Cash Withdrawals</u>	<u>Transfers of Principal In</u>	<u>Transfers of Principal Out</u>	<u>Balance of Principal</u>	<u>2-Year Initial Transfers</u>	<u>6-Year Initial Transfers</u>
10/2/2003	CHECK WIRE		7,330,000	7,330,000	-	-	-	27,655,607	-	-
10/3/2003	CHECK WIRE		975,000	975,000	-	-	-	28,630,607	-	-
10/8/2003	W/H TAX DIV HPQ		(285)	-	* [1]	-	-	28,630,607	-	-
10/9/2003	W/H TAX DIV MO		(1,591)	-	* [1]	-	-	28,630,607	-	-
10/14/2003	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(6)	-	* [1]	-	-	28,630,607	-	-
11/3/2003	CHECK WIRE		5,000,000	5,000,000	-	-	-	33,630,607	-	-
11/5/2003	CHECK WIRE		18,000,000	18,000,000	-	-	-	51,630,607	-	-
11/7/2003	W/H TAX DIV MSFT		(3,593)	-	* [1]	-	-	51,630,607	-	-
11/14/2003	W/H TAX DIV PG		(1,238)	-	* [1]	-	-	51,630,607	-	-
11/21/2003	CHECK WIRE		3,550,000	3,550,000	-	-	-	55,180,607	-	-
11/25/2003	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(6)	-	* [1]	-	-	55,180,607	-	-
11/26/2003	W/H TAX DIV C		(3,751)	-	* [1]	-	-	55,180,607	-	-
11/26/2003	W/H TAX DIV MER		(299)	-	* [1]	-	-	55,180,607	-	-
12/1/2003	CHECK WIRE		5,600,000	5,600,000	-	-	-	60,780,607	-	-
12/1/2003	W/H TAX DIV WFC		(1,531)	-	* [1]	-	-	60,780,607	-	-
12/1/2003	W/H TAX DIV INTC		(269)	-	* [1]	-	-	60,780,607	-	-
12/4/2003	W/H TAX DIV PFE		(2,424)	-	* [1]	-	-	60,780,607	-	-
12/9/2003	W/H TAX DIV JNJ		(1,470)	-	* [1]	-	-	60,780,607	-	-
12/10/2003	CHECK WIRE		(1,030,000)	-	(1,030,000)	-	-	59,750,607	-	(1,030,000)
12/10/2003	W/H TAX DIV IBM		(572)	-	* [1]	-	-	59,750,607	-	-
12/10/2003	W/H TAX DIV XOM		(3,445)	-	* [1]	-	-	59,750,607	-	-
12/12/2003	W/H TAX DIV MMM		(561)	-	* [1]	-	-	59,750,607	-	-
12/16/2003	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(6)	-	* [1]	-	-	59,750,607	-	-
12/31/2003	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(2)	-	* [1]	-	-	59,750,607	-	-
1/2/2004	W/H TAX DIV ONE		(230)	-	* [1]	-	-	59,750,607	-	-
1/2/2004	W/H TAX DIV PEP		(233)	-	* [1]	-	-	59,750,607	-	-
1/5/2004	W/H TAX DIV WMT		(332)	-	* [1]	-	-	59,750,607	-	-
1/6/2004	W/H TAX DIV DIS		(371)	-	* [1]	-	-	59,750,607	-	-
1/7/2004	W/H TAX DIV HPQ		(209)	-	* [1]	-	-	59,750,607	-	-
1/8/2004	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(1)	-	* [1]	-	-	59,750,607	-	-
1/9/2004	CHECK WIRE		5,000,000	5,000,000	-	-	-	64,750,607	-	-
1/9/2004	W/H TAX DIV MO		(1,201)	-	* [1]	-	-	64,750,607	-	-
1/15/2004	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(1)	-	* [1]	-	-	64,750,607	-	-
1/16/2004	CHECK WIRE		4,500,000	4,500,000	-	-	-	69,250,607	-	-
1/30/2004	W/H TAX DIV MWD		(374)	-	* [1]	-	-	69,250,607	-	-
2/2/2004	W/H TAX DIV SBC		(1,443)	-	* [1]	-	-	69,250,607	-	-
2/2/2004	W/H TAX DIV VZ		(1,489)	-	* [1]	-	-	69,250,607	-	-
2/3/2004	CHECK WIRE		3,610,000	3,610,000	-	-	-	72,860,607	-	-
2/13/2004	CHECK WIRE		22,410,000	22,410,000	-	-	-	95,270,607	-	-
2/17/2004	CHECK WIRE		2,000,000	2,000,000	-	-	-	97,270,607	-	-
2/17/2004	W/H TAX DIV PG		(2,443)	-	* [1]	-	-	97,270,607	-	-
2/26/2004	W/H TAX DIV GS		(447)	-	* [1]	-	-	97,270,607	-	-
2/27/2004	W/H TAX DIV MER		(630)	-	* [1]	-	-	97,270,607	-	-
2/27/2004	W/H TAX DIV C		(8,303)	-	* [1]	-	-	97,270,607	-	-
3/1/2004	W/H TAX DIV WFC		(3,060)	-	* [1]	-	-	97,270,607	-	-
3/1/2004	W/H TAX DIV INTC		(1,041)	-	* [1]	-	-	97,270,607	-	-
3/5/2004	W/H TAX DIV G		(640)	-	* [1]	-	-	97,270,607	-	-
3/5/2004	W/H TAX DIV PFE		(5,189)	-	* [1]	-	-	97,270,607	-	-
3/5/2004	W/H TAX DIV BA		(548)	-	* [1]	-	-	97,270,607	-	-
3/9/2004	W/H TAX DIV JNJ		(2,866)	-	* [1]	-	-	97,270,607	-	-
3/9/2004	W/H TAX DIV BUD		(709)	-	* [1]	-	-	97,270,607	-	-
3/10/2004	W/H TAX DIV XOM		(6,647)	-	* [1]	-	-	97,270,607	-	-

Pg 92 of 104
BLMIS ACCOUNT NO. 19359-1 BROOKVIEW FINANCIER LTD

Column 1		Column 2	Column 3	Column 4	Column 5	Column 6	Column 7	Column 8	Column 9	Column 10
		<u>Transaction</u>	<u>Transaction Amount</u>		<u>Cash</u>	<u>Transfers of</u>	<u>Transfers of</u>	<u>Balance of</u>	<u>2-Year</u>	<u>6-Year</u>
<u>Date</u>		<u>Description</u>	<u>Reported in</u>	<u>Cash Deposits</u>	<u>Withdrawals</u>	<u>Principal In</u>	<u>Principal Out</u>	<u>Principal</u>	<u>Initial</u>	<u>Initial</u>
			<u>Customer Statement</u>						<u>Transfers</u>	<u>Transfers</u>
3/10/2004	W/H TAX DIV IBM		(1,088)	-	* [1]	-	-	97,270,607	-	-
3/10/2004	W/H TAX DIV UTX		(395)	-	* [1]	-	-	97,270,607	-	-
3/12/2004	W/H TAX DIV MMM		(731)	-	* [1]	-	-	97,270,607	-	-
3/15/2004	W/H TAX DIV DD		(1,378)	-	* [1]	-	-	97,270,607	-	-
4/6/2004	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(39)	-	* [1]	-	-	97,270,607	-	-
4/30/2004	W/H TAX DIV MWD		(1,281)	-	* [1]	-	-	97,270,607	-	-
4/30/2004	W/H TAX DIV JPM		(983)	-	* [1]	-	-	97,270,607	-	-
5/3/2004	W/H TAX DIV VZ		(4,931)	-	* [1]	-	-	97,270,607	-	-
5/3/2004	W/H TAX DIV SBC		(4,851)	-	* [1]	-	-	97,270,607	-	-
5/10/2004	CHECK WIRE		10,300,000	10,300,000	-	-	-	107,570,607	-	-
5/14/2004	W/H TAX DIV PG		(3,772)	-	* [1]	-	-	107,570,607	-	-
5/17/2004	W/H TAX DIV TXN		(220)	-	* [1]	-	-	107,570,607	-	-
5/26/2004	W/H TAX DIV MER		(948)	-	* [1]	-	-	107,570,607	-	-
5/27/2004	W/H TAX DIV GS		(674)	-	* [1]	-	-	107,570,607	-	-
5/28/2004	W/H TAX DIV C		(12,285)	-	* [1]	-	-	107,570,607	-	-
6/1/2004	W/H TAX DIV INTC		(1,535)	-	* [1]	-	-	107,570,607	-	-
6/1/2004	W/H TAX DIV WFC		(4,607)	-	* [1]	-	-	107,570,607	-	-
6/4/2004	CHECK WIRE		10,300,000	10,300,000	-	-	-	117,870,607	-	-
6/4/2004	W/H TAX DIV PFE		(7,673)	-	* [1]	-	-	117,870,607	-	-
6/4/2004	W/H TAX DIV G		(963)	-	* [1]	-	-	117,870,607	-	-
6/7/2004	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(17)	-	* [1]	-	-	117,870,607	-	-
6/7/2004	W/H TAX DIV WMT		(2,262)	-	* [1]	-	-	117,870,607	-	-
6/8/2004	W/H TAX DIV JNJ		(5,032)	-	* [1]	-	-	117,870,607	-	-
6/9/2004	W/H TAX DIV BUD		(1,067)	-	* [1]	-	-	117,870,607	-	-
6/10/2004	W/H TAX DIV XOM		(10,474)	-	* [1]	-	-	117,870,607	-	-
6/10/2004	W/H TAX DIV UTX		(769)	-	* [1]	-	-	117,870,607	-	-
6/10/2004	W/H TAX DIV IBM		(1,843)	-	* [1]	-	-	117,870,607	-	-
6/11/2004	W/H TAX DIV BA		(660)	-	* [1]	-	-	117,870,607	-	-
6/14/2004	W/H TAX DIV DD		(2,074)	-	* [1]	-	-	117,870,607	-	-
6/14/2004	W/H TAX DIV MMM		(1,187)	-	* [1]	-	-	117,870,607	-	-
6/18/2004	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(2)	-	* [1]	-	-	117,870,607	-	-
6/24/2004	W/H TAX DIV HD		(1,418)	-	* [1]	-	-	117,870,607	-	-
6/30/2004	W/H TAX DIV PEP		(2,916)	-	* [1]	-	-	117,870,607	-	-
7/1/2004	W/H TAX DIV KO		(4,504)	-	* [1]	-	-	117,870,607	-	-
7/7/2004	W/H TAX DIV HPQ		(1,815)	-	* [1]	-	-	117,870,607	-	-
7/8/2004	CHECK WIRE		10,000,000	10,000,000	-	-	-	127,870,607	-	-
7/9/2004	W/H TAX DIV MO		(10,251)	-	* [1]	-	-	127,870,607	-	-
7/26/2004	W/H TAX DIV GE		(1,666)	-	* [1]	-	-	127,870,607	-	-
8/18/2004	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(43)	-	* [1]	-	-	127,870,607	-	-
8/23/2004	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(0)	-	* [1]	-	-	127,870,607	-	-
9/7/2004	W/H TAX DIV WMT		(3,503)	-	* [1]	-	-	127,870,607	-	-
9/10/2004	W/H TAX DIV UTX		(1,179)	-	* [1]	-	-	127,870,607	-	-
9/13/2004	W/H TAX DIV MMM		(1,819)	-	* [1]	-	-	127,870,607	-	-
9/14/2004	W/H TAX DIV MSFT		(7,350)	-	* [1]	-	-	127,870,607	-	-
9/16/2004	W/H TAX DIV HD		(1,635)	-	* [1]	-	-	127,870,607	-	-
9/17/2004	W/H TAX DIV AIG		(1,673)	-	* [1]	-	-	127,870,607	-	-
9/24/2004	W/H TAX DIV BAC		(15,922)	-	* [1]	-	-	127,870,607	-	-
9/30/2004	W/H TAX DIV PEP		(3,361)	-	* [1]	-	-	127,870,607	-	-
10/1/2004	W/H TAX DIV MRK		(7,307)	-	* [1]	-	-	127,870,607	-	-
10/1/2004	W/H TAX DIV KO		(5,192)	-	* [1]	-	-	127,870,607	-	-
10/1/2004	W/H TAX DIV VIA.B		(902)	-	* [1]	-	-	127,870,607	-	-

Pg 93 of 104
BLMIS ACCOUNT NO. 1FR096 BROOKLYN FINANCIER LTD

Column 1	Column 2	Column 3	Column 4	Column 5	Column 6	Column 7	Column 8	Column 9	Column 10
<u>Date</u>	<u>Transaction Description</u>	<u>Transaction Amount Reported in Customer Statement</u>	<u>Cash Deposits</u>	<u>Cash Withdrawals</u>	<u>Transfers of Principal In</u>	<u>Transfers of Principal Out</u>	<u>Balance of Principal</u>	<u>2-Year Initial Transfers</u>	<u>6-Year Initial Transfers</u>
10/6/2004	W/H TAX DIV HPQ	(2,092)	-	* [1]	-	-	127,870,607	-	-
10/7/2004	CHECK WIRE	10,000,000	10,000,000	-	-	-	137,870,607	-	-
10/12/2004	W/H TAX DIV MO	(12,915)	-	* [1]	-	-	137,870,607	-	-
10/15/2004	CHECK WIRE	6,200,000	6,200,000	-	-	-	144,070,607	-	-
10/20/2004	CHECK WIRE	4,590,000	4,590,000	-	-	-	148,660,607	-	-
11/3/2004	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(81)	-	* [1]	-	-	148,660,607	-	-
11/4/2004	CHECK WIRE	8,975,000	8,975,000	-	-	-	157,635,607	-	-
11/4/2004	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(0)	-	* [1]	-	-	157,635,607	-	-
11/5/2004	CHECK WIRE	2,100,000	2,100,000	-	-	-	159,735,607	-	-
11/9/2004	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(0)	-	* [1]	-	-	159,735,607	-	-
11/23/2004	CHECK WIRE	4,900,000	4,900,000	-	-	-	164,635,607	-	-
11/24/2004	W/H TAX DIV MER	(757)	-	* [1]	-	-	164,635,607	-	-
12/1/2004	CHECK WIRE	4,930,000	4,930,000	-	-	-	169,565,607	-	-
12/1/2004	W/H TAX DIV INTC	(1,246)	-	* [1]	-	-	169,565,607	-	-
12/1/2004	W/H TAX DIV WFC	(3,923)	-	* [1]	-	-	169,565,607	-	-
12/3/2004	W/H TAX DIV BA	(1,260)	-	* [1]	-	-	169,565,607	-	-
12/3/2004	W/H TAX DIV PFE	(10,049)	-	* [1]	-	-	169,565,607	-	-
12/7/2004	W/H TAX DIV JNJ	(2,535)	-	* [1]	-	-	169,565,607	-	-
12/10/2004	W/H TAX DIV XOM	(13,795)	-	* [1]	-	-	169,565,607	-	-
12/10/2004	W/H TAX DIV IBM	(2,394)	-	* [1]	-	-	169,565,607	-	-
12/13/2004	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(41)	-	* [1]	-	-	169,565,607	-	-
12/14/2004	W/H TAX DIV DD	(2,695)	-	* [1]	-	-	169,565,607	-	-
12/15/2004	CHECK WIRE	5,000,000	5,000,000	-	-	-	174,565,607	-	-
12/16/2004	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(1)	-	* [1]	-	-	174,565,607	-	-
12/31/2004	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(7)	-	* [1]	-	-	174,565,607	-	-
1/3/2005	W/H TAX DIV WMT	(1,529)	-	* [1]	-	-	174,565,607	-	-
1/11/2005	CHECK WIRE	6,000,000	6,000,000	-	-	-	180,565,607	-	-
1/25/2005	CHECK WIRE	6,000,000	6,000,000	-	-	-	186,565,607	-	-
2/1/2005	CHECK WIRE	6,000,000	6,000,000	-	-	-	192,565,607	-	-
2/14/2005	W/H TAX DIV TXN	(509)	-	* [1]	-	-	192,565,607	-	-
2/16/2005	CHECK WIRE	5,000,000	5,000,000	-	-	-	197,565,607	-	-
2/24/2005	W/H TAX DIV GS	(206)	-	* [1]	-	-	197,565,607	-	-
2/25/2005	W/H TAX DIV C	(26,891)	-	* [1]	-	-	197,565,607	-	-
2/28/2005	W/H TAX DIV MER	(1,716)	-	* [1]	-	-	197,565,607	-	-
3/1/2005	W/H TAX DIV INTC	(5,981)	-	* [1]	-	-	197,565,607	-	-
3/1/2005	W/H TAX DIV WFC	(9,778)	-	* [1]	-	-	197,565,607	-	-
3/4/2005	W/H TAX DIV G	(1,917)	-	* [1]	-	-	197,565,607	-	-
3/4/2005	W/H TAX DIV BA	(2,412)	-	* [1]	-	-	197,565,607	-	-
3/7/2005	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(63)	-	* [1]	-	-	197,565,607	-	-
3/8/2005	W/H TAX DIV JNJ	(10,000)	-	* [1]	-	-	197,565,607	-	-
3/8/2005	W/H TAX DIV PFE	(16,909)	-	* [1]	-	-	197,565,607	-	-
3/9/2005	W/H TAX DIV BUD	(2,364)	-	* [1]	-	-	197,565,607	-	-
3/10/2005	W/H TAX DIV UTX	(2,831)	-	* [1]	-	-	197,565,607	-	-
3/10/2005	W/H TAX DIV XOM	(20,554)	-	* [1]	-	-	197,565,607	-	-
3/10/2005	W/H TAX DIV IBM	(3,474)	-	* [1]	-	-	197,565,607	-	-
3/10/2005	W/H TAX DIV MSFT	(10,249)	-	* [1]	-	-	197,565,607	-	-
3/14/2005	W/H TAX DIV DD	(4,128)	-	* [1]	-	-	197,565,607	-	-
3/14/2005	W/H TAX DIV MMM	(4,053)	-	* [1]	-	-	197,565,607	-	-
3/18/2005	W/H TAX DIV AIG	(3,887)	-	* [1]	-	-	197,565,607	-	-
3/21/2005	CHECK WIRE	5,600,000	5,600,000	-	-	-	203,165,607	-	-
3/24/2005	W/H TAX DIV HD	(2,573)	-	* [1]	-	-	203,165,607	-	-
3/28/2005	W/H TAX DIV BAC	(21,463)	-	* [1]	-	-	203,165,607	-	-

Pg 94 of 104
BLMIS ACCOUNT NO. 1FR096 BROOKVIEW FINANCIER LTD

Column 1		Column 2	Column 3	Column 4	Column 5	Column 6	Column 7	Column 8	Column 9	Column 10
		<u>Transaction</u>	<u>Transaction Amount</u>		<u>Cash</u>	<u>Transfers of</u>	<u>Transfers of</u>	<u>Balance of</u>	<u>2-Year</u>	<u>6-Year</u>
<u>Date</u>		<u>Description</u>	<u>Reported in</u>	<u>Cash Deposits</u>	<u>Withdrawals</u>	<u>Principal In</u>	<u>Principal Out</u>	<u>Principal</u>	<u>Initial</u>	<u>Initial</u>
			<u>Customer Statement</u>						<u>Transfers</u>	<u>Transfers</u>
3/31/2005	W/H TAX DIV PEP		(4,686)	-	* [1]	-	-	203,165,607	-	-
4/1/2005	W/H TAX DIV MRK		(9,778)	-	* [1]	-	-	203,165,607	-	-
4/1/2005	W/H TAX DIV VIA.B		(1,426)	-	* [1]	-	-	203,165,607	-	-
4/1/2005	W/H TAX DIV KO		(6,323)	-	* [1]	-	-	203,165,607	-	-
4/7/2005	W/H TAX DIV HPQ		(1,413)	-	* [1]	-	-	203,165,607	-	-
4/11/2005	W/H TAX DIV MO		(14,042)	-	* [1]	-	-	203,165,607	-	-
4/13/2005	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(66)	-	* [1]	-	-	203,165,607	-	-
4/20/2005	CHECK WIRE		4,600,000	4,600,000	-	-	-	207,765,607	-	-
4/25/2005	W/H TAX DIV GE		(27,412)	-	* [1]	-	-	207,765,607	-	-
5/2/2005	CHECK WIRE		3,000,000	3,000,000	-	-	-	210,765,607	-	-
5/23/2005	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(44)	-	* [1]	-	-	210,765,607	-	-
6/6/2005	W/H TAX DIV WMT		(1,981)	-	* [1]	-	-	210,765,607	-	-
6/10/2005	W/H TAX DIV UTX		(942)	-	* [1]	-	-	210,765,607	-	-
6/13/2005	W/H TAX DIV MMM		(1,349)	-	* [1]	-	-	210,765,607	-	-
6/17/2005	W/H TAX DIV AIG		(3,289)	-	* [1]	-	-	210,765,607	-	-
6/20/2005	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(37)	-	* [1]	-	-	210,765,607	-	-
6/22/2005	CHECK WIRE		4,000,000	4,000,000	-	-	-	214,765,607	-	-
6/23/2005	W/H TAX DIV HD		(2,203)	-	* [1]	-	-	214,765,607	-	-
6/24/2005	W/H TAX DIV BAC		(18,371)	-	* [1]	-	-	214,765,607	-	-
6/30/2005	W/H TAX DIV PEP		(4,482)	-	* [1]	-	-	214,765,607	-	-
7/1/2005	W/H TAX DIV VIA.B		(1,207)	-	* [1]	-	-	214,765,607	-	-
7/1/2005	W/H TAX DIV MRK		(8,274)	-	* [1]	-	-	214,765,607	-	-
7/1/2005	W/H TAX DIV ALL		(2,229)	-	* [1]	-	-	214,765,607	-	-
7/1/2005	W/H TAX DIV KO		(6,350)	-	* [1]	-	-	214,765,607	-	-
7/6/2005	W/H TAX DIV HPQ		(2,372)	-	* [1]	-	-	214,765,607	-	-
7/8/2005	W/H TAX DIV SLB		(1,334)	-	* [1]	-	-	214,765,607	-	-
7/11/2005	W/H TAX DIV MO		(15,232)	-	* [1]	-	-	214,765,607	-	-
7/25/2005	W/H TAX DIV GE		(23,486)	-	* [1]	-	-	214,765,607	-	-
9/8/2005	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(319)	-	* [1]	-	-	214,765,607	-	-
9/12/2005	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(5)	-	* [1]	-	-	214,765,607	-	-
9/30/2005	W/H TAX DIV S		(534)	-	* [1]	-	-	214,765,607	-	-
9/30/2005	W/H TAX DIV PEP		(3,197)	-	* [1]	-	-	214,765,607	-	-
10/3/2005	W/H TAX DIV KO		(8,981)	-	* [1]	-	-	214,765,607	-	-
10/5/2005	W/H TAX DIV HPQ		(3,255)	-	* [1]	-	-	214,765,607	-	-
10/11/2005	W/H TAX DIV MO		(23,156)	-	* [1]	-	-	214,765,607	-	-
10/12/2005	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(109)	-	* [1]	-	-	214,765,607	-	-
10/13/2005	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(0)	-	* [1]	-	-	214,765,607	-	-
10/14/2005	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(0)	-	* [1]	-	-	214,765,607	-	-
10/19/2005	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(1)	-	* [1]	-	-	214,765,607	-	-
10/25/2005	W/H TAX DIV GE		(24,083)	-	* [1]	-	-	214,765,607	-	-
10/31/2005	W/H TAX DIV MWD		(2,844)	-	* [1]	-	-	214,765,607	-	-
11/1/2005	CHECK WIRE		(6,000,000)	-	(6,000,000)	-	-	208,765,607	-	(6,000,000)
11/15/2005	W/H TAX DIV ABT		(4,345)	-	* [1]	-	-	208,765,607	-	-
11/15/2005	W/H TAX DIV PG		(14,365)	-	* [1]	-	-	208,765,607	-	-
11/17/2005	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(45)	-	* [1]	-	-	208,765,607	-	-
11/21/2005	W/H TAX DIV GS		(1,644)	-	* [1]	-	-	208,765,607	-	-
11/21/2005	W/H TAX DIV TXN		(738)	-	* [1]	-	-	208,765,607	-	-
11/23/2005	W/H TAX DIV MER		(2,631)	-	* [1]	-	-	208,765,607	-	-
11/23/2005	W/H TAX DIV C		(33,572)	-	* [1]	-	-	208,765,607	-	-
11/30/2005	CHECK WIRE		(3,000,000)	-	(3,000,000)	-	-	205,765,607	-	(3,000,000)
11/30/2005	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(6)	-	* [1]	-	-	205,765,607	-	-

Column 1		Column 2	Column 3	Column 4	Column 5	Column 6	Column 7	Column 8	Column 9	Column 10
<u>Date</u>		<u>Transaction Description</u>	<u>Transaction Amount Reported in Customer Statement</u>	<u>Cash Deposits</u>	<u>Cash Withdrawals</u>	<u>Transfers of Principal In</u>	<u>Transfers of Principal Out</u>	<u>Balance of Principal</u>	<u>2-Year Initial Transfers</u>	<u>6-Year Initial Transfers</u>
12/1/2005	W/H TAX DIV INTC		(7,194)	-	* [1]	-	-	205,765,607	-	-
12/1/2005	W/H TAX DIV WFC		(12,997)	-	* [1]	-	-	205,765,607	-	-
12/2/2005	W/H TAX DIV BA		(2,960)	-	* [1]	-	-	205,765,607	-	-
12/6/2005	W/H TAX DIV PFE		(20,912)	-	* [1]	-	-	205,765,607	-	-
12/8/2005	W/H TAX DIV MSFT		(10,910)	-	* [1]	-	-	205,765,607	-	-
12/9/2005	W/H TAX DIV XOM		(27,181)	-	* [1]	-	-	205,765,607	-	-
12/12/2005	W/H TAX DIV UTX		(3,377)	-	* [1]	-	-	205,765,607	-	-
12/12/2005	W/H TAX DIV MMM		(4,973)	-	* [1]	-	-	205,765,607	-	-
12/12/2005	W/H TAX DIV IBM		(4,736)	-	* [1]	-	-	205,765,607	-	-
12/12/2005	W/H TAX DIV CVX		(15,209)	-	* [1]	-	-	205,765,607	-	-
12/13/2005	W/H TAX DIV JNJ		(14,712)	-	* [1]	-	-	205,765,607	-	-
12/15/2005	W/H TAX DIV TWX		(3,464)	-	* [1]	-	-	205,765,607	-	-
12/15/2005	W/H TAX DIV KO		(8,512)	-	* [1]	-	-	205,765,607	-	-
12/15/2005	W/H TAX DIV HD		(3,157)	-	* [1]	-	-	205,765,607	-	-
12/16/2005	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(3)	-	* [1]	-	-	205,765,607	-	-
12/16/2005	W/H TAX DIV AIG		(5,722)	-	* [1]	-	-	205,765,607	-	-
12/22/2005	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(13)	-	* [1]	-	-	205,765,607	-	-
12/23/2005	W/H TAX DIV BAC		(29,599)	-	* [1]	-	-	205,765,607	-	-
12/30/2005	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(9)	-	* [1]	-	-	205,765,607	-	-
12/30/2005	W/H TAX DIV S		(1,085)	-	* [1]	-	-	205,765,607	-	-
1/3/2006	W/H TAX DIV VIA.B		(1,366)	-	* [1]	-	-	205,765,607	-	-
1/3/2006	W/H TAX DIV MRK		(12,497)	-	* [1]	-	-	205,765,607	-	-
1/3/2006	W/H TAX DIV PEP		(6,499)	-	* [1]	-	-	205,765,607	-	-
1/3/2006	W/H TAX DIV WMT		(3,647)	-	* [1]	-	-	205,765,607	-	-
1/4/2006	W/H TAX DIV HPQ		(3,405)	-	* [1]	-	-	205,765,607	-	-
1/13/2006	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(7)	-	* [1]	-	-	205,765,607	-	-
1/31/2006	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(23)	-	* [1]	-	-	205,765,607	-	-
1/31/2006	W/H TAX DIV MS		(4,043)	-	* [1]	-	-	205,765,607	-	-
2/1/2006	W/H TAX DIV VZ		(3,656)	-	* [1]	-	-	205,765,607	-	-
2/1/2006	W/H TAX DIV T		(4,202)	-	* [1]	-	-	205,765,607	-	-
2/13/2006	W/H TAX DIV TXN		(660)	-	* [1]	-	-	205,765,607	-	-
2/15/2006	W/H TAX DIV PG		(12,926)	-	* [1]	-	-	205,765,607	-	-
2/15/2006	W/H TAX DIV ABT		(5,833)	-	* [1]	-	-	205,765,607	-	-
2/23/2006	W/H TAX DIV GS		(1,560)	-	* [1]	-	-	205,765,607	-	-
2/24/2006	W/H TAX DIV C		(33,867)	-	* [1]	-	-	205,765,607	-	-
2/28/2006	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(4)	-	* [1]	-	-	205,765,607	-	-
2/28/2006	W/H TAX DIV MER		(3,119)	-	* [1]	-	-	205,765,607	-	-
3/1/2006	W/H TAX DIV WFC		(11,678)	-	* [1]	-	-	205,765,607	-	-
3/1/2006	W/H TAX DIV INTC		(8,209)	-	* [1]	-	-	205,765,607	-	-
3/3/2006	W/H TAX DIV BA		(3,369)	-	* [1]	-	-	205,765,607	-	-
3/7/2006	W/H TAX DIV UPS		(5,690)	-	* [1]	-	-	205,765,607	-	-
3/7/2006	W/H TAX DIV PFE		(24,193)	-	* [1]	-	-	205,765,607	-	-
3/8/2006	CHECK WIRE		(16,000,000)	-	(16,000,000)	-	-	189,765,607	-	(16,000,000)
3/9/2006	W/H TAX DIV MSFT		(11,315)	-	* [1]	-	-	189,765,607	-	-
3/10/2006	W/H TAX DIV UTX		(3,019)	-	* [1]	-	-	189,765,607	-	-
3/10/2006	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(3)	-	* [1]	-	-	189,765,607	-	-
3/10/2006	W/H TAX DIV CVX		(13,833)	-	* [1]	-	-	189,765,607	-	-
3/10/2006	W/H TAX DIV XOM		(27,083)	-	* [1]	-	-	189,765,607	-	-
3/10/2006	W/H TAX DIV IBM		(4,291)	-	* [1]	-	-	189,765,607	-	-
3/10/2006	W/H TAX DIV TGT		(1,248)	-	* [1]	-	-	189,765,607	-	-

Pg 96 of 104
BLMIS ACCOUNT NO. 19R096 GROUPMENT FINANCIER LTD

Column 1		Column 2	Column 3	Column 4	Column 5	Column 6	Column 7	Column 8	Column 9	Column 10
		<u>Transaction</u>	<u>Transaction Amount</u>		<u>Cash</u>	<u>Transfers of</u>	<u>Transfers of</u>	<u>Balance of</u>	<u>2-Year</u>	<u>6-Year</u>
		<u>Description</u>	<u>Reported in</u>	<u>Cash Deposits</u>	<u>Withdrawals</u>	<u>Principal In</u>	<u>Principal Out</u>	<u>Principal</u>	<u>Initial</u>	<u>Initial</u>
		<u>Date</u>	<u>Customer Statement</u>						<u>Transfers</u>	<u>Transfers</u>
3/13/2006	W/H TAX DIV MMM		(4,592)	-	* [1]	-	-	189,765,607	-	-
3/14/2006	W/H TAX DIV JNJ		(13,587)	-	* [1]	-	-	189,765,607	-	-
3/15/2006	W/H TAX DIV TWX		(3,194)	-	* [1]	-	-	189,765,607	-	-
3/17/2006	W/H TAX DIV AIG		(5,277)	-	* [1]	-	-	189,765,607	-	-
3/23/2006	W/H TAX DIV HD		(4,305)	-	* [1]	-	-	189,765,607	-	-
3/24/2006	W/H TAX DIV BAC		(31,816)	-	* [1]	-	-	189,765,607	-	-
3/30/2006	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(17)	-	* [1]	-	-	189,765,607	-	-
3/31/2006	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(1)	-	* [1]	-	-	189,765,607	-	-
3/31/2006	W/H TAX DIV S		(1,018)	-	* [1]	-	-	189,765,607	-	-
3/31/2006	W/H TAX DIV PEP		(5,839)	-	* [1]	-	-	189,765,607	-	-
4/3/2006	W/H TAX DIV MRK		(11,379)	-	* [1]	-	-	189,765,607	-	-
4/3/2006	W/H TAX DIV WMT		(5,810)	-	* [1]	-	-	189,765,607	-	-
4/3/2006	W/H TAX DIV KO		(8,755)	-	* [1]	-	-	189,765,607	-	-
4/5/2006	W/H TAX DIV HPQ		(3,134)	-	* [1]	-	-	189,765,607	-	-
4/5/2006	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(2)	-	* [1]	-	-	189,765,607	-	-
4/7/2006	W/H TAX DIV SLB		(1,933)	-	(1,933)	-	-	189,763,674	-	-
4/7/2006	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(1)	-	* [1]	-	-	189,763,674	-	-
4/10/2006	W/H TAX DIV MO		(22,958)	-	* [1]	-	-	189,763,674	-	-
4/21/2006	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(4)	-	* [1]	-	-	189,763,674	-	-
4/25/2006	W/H TAX DIV GE		(36,131)	-	* [1]	-	-	189,763,674	-	-
4/28/2006	CXL W/H TAX DIV SLB		1,933	-	1,933	-	-	189,765,607	-	-
4/28/2006	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(6)	-	* [1]	-	-	189,765,607	-	-
4/28/2006	W/H TAX DIV MDT		(1,494)	-	* [1]	-	-	189,765,607	-	-
4/28/2006	W/H TAX DIV MS		(3,791)	-	* [1]	-	-	189,765,607	-	-
5/1/2006	W/H TAX DIV T		(16,728)	-	* [1]	-	-	189,765,607	-	-
5/1/2006	W/H TAX DIV VZ		(15,476)	-	* [1]	-	-	189,765,607	-	-
5/1/2006	W/H TAX DIV JPM		(11,341)	-	* [1]	-	-	189,765,607	-	-
5/5/2006	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(11)	-	* [1]	-	-	189,765,607	-	-
5/10/2006	W/H TAX DIV AXP		(1,966)	-	* [1]	-	-	189,765,607	-	-
5/10/2006	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(1)	-	* [1]	-	-	189,765,607	-	-
5/15/2006	W/H TAX DIV PG		(13,420)	-	* [1]	-	-	189,765,607	-	-
5/15/2006	W/H TAX DIV ABT		(5,868)	-	* [1]	-	-	189,765,607	-	-
5/22/2006	W/H TAX DIV CAT		(2,240)	-	* [1]	-	-	189,765,607	-	-
5/22/2006	W/H TAX DIV TXN		(632)	-	* [1]	-	-	189,765,607	-	-
5/24/2006	W/H TAX DIV MER		(2,965)	-	* [1]	-	-	189,765,607	-	-
5/25/2006	W/H TAX DIV GS		(2,048)	-	* [1]	-	-	189,765,607	-	-
5/26/2006	W/H TAX DIV C		(32,105)	-	* [1]	-	-	189,765,607	-	-
5/31/2006	W/H TAX DIV UPS		(5,408)	-	* [1]	-	-	189,765,607	-	-
5/31/2006	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(34)	-	* [1]	-	-	189,765,607	-	-
6/1/2006	W/H TAX DIV INTC		(7,708)	-	* [1]	-	-	189,765,607	-	-
6/1/2006	W/H TAX DIV WFC		(11,717)	-	* [1]	-	-	189,765,607	-	-
6/2/2006	W/H TAX DIV BA		(3,202)	-	* [1]	-	-	189,765,607	-	-
6/5/2006	W/H TAX DIV WMT		(5,562)	-	* [1]	-	-	189,765,607	-	-
6/6/2006	W/H TAX DIV PFE		(23,339)	-	* [1]	-	-	189,765,607	-	-
6/6/2006	W/H TAX DIV BMY		(7,207)	-	* [1]	-	-	189,765,607	-	-
6/8/2006	CHECK WIRE		10,000,000	10,000,000	-	-	-	199,765,607	-	-
6/8/2006	W/H TAX DIV MSFT		(10,566)	-	* [1]	-	-	199,765,607	-	-
6/9/2006	W/H TAX DIV XOM		(25,906)	-	* [1]	-	-	199,765,607	-	-
6/12/2006	W/H TAX DIV IBM		(6,190)	-	* [1]	-	-	199,765,607	-	-
6/12/2006	W/H TAX DIV MMM		(4,364)	-	* [1]	-	-	199,765,607	-	-
6/12/2006	W/H TAX DIV UTX		(1,728)	-	* [1]	-	-	199,765,607	-	-

Pg 97 of 104
BLMIS ACCOUNT NO. 1FR096- GROUPMENT FINANCIER LTD

Column 1	Column 2	Column 3	Column 4	Column 5	Column 6	Column 7	Column 8	Column 9	Column 10
<u>Date</u>	<u>Transaction Description</u>	<u>Transaction Amount Reported in Customer Statement</u>	<u>Cash Deposits</u>	<u>Cash Withdrawals</u>	<u>Transfers of Principal In</u>	<u>Transfers of Principal Out</u>	<u>Balance of Principal</u>	<u>2-Year Initial Transfers</u>	<u>6-Year Initial Transfers</u>
6/13/2006	W/H TAX DIV JNJ	(14,676)	-	* [1]	-	-	199,765,607	-	-
6/15/2006	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(24)	-	* [1]	-	-	199,765,607	-	-
6/15/2006	W/H TAX DIV TWX	(2,966)	-	* [1]	-	-	199,765,607	-	-
6/22/2006	W/H TAX DIV HD	(4,269)	-	* [1]	-	-	199,765,607	-	-
6/23/2006	W/H TAX DIV BAC	(30,833)	-	* [1]	-	-	199,765,607	-	-
6/30/2006	W/H TAX DIV PEP	(6,409)	-	* [1]	-	-	199,765,607	-	-
6/30/2006	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(50)	-	* [1]	-	-	199,765,607	-	-
6/30/2006	W/H TAX DIV S	(978)	-	* [1]	-	-	199,765,607	-	-
7/3/2006	W/H TAX DIV KO	(5,834)	-	* [1]	-	-	199,765,607	-	-
7/3/2006	W/H TAX DIV CVX	(15,417)	-	* [1]	-	-	199,765,607	-	-
7/3/2006	W/H TAX DIV MRK	(10,815)	-	* [1]	-	-	199,765,607	-	-
7/3/2006	W/H TAX DIV AIG	(5,159)	-	* [1]	-	-	199,765,607	-	-
7/5/2006	W/H TAX DIV HPQ	(3,011)	-	* [1]	-	-	199,765,607	-	-
7/7/2006	W/H TAX DIV SLB	(2,073)	-	(2,073)	-	-	199,763,534	-	-
7/10/2006	W/H TAX DIV MO	(15,056)	-	* [1]	-	-	199,763,534	-	-
7/14/2006	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(39)	-	* [1]	-	-	199,763,534	-	-
7/21/2006	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(5)	-	* [1]	-	-	199,763,534	-	-
7/31/2006	W/H TAX DIV MS	(1,664)	-	* [1]	-	-	199,763,534	-	-
7/31/2006	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(34)	-	* [1]	-	-	199,763,534	-	-
8/7/2006	CXL W/H TAX DIV SLB	2,073	-	2,073	-	-	199,765,607	-	-
8/15/2006	W/H TAX DIV PG	(10,426)	-	* [1]	-	-	199,765,607	-	-
8/15/2006	W/H TAX DIV ABT	(2,576)	-	* [1]	-	-	199,765,607	-	-
8/17/2006	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(22)	-	* [1]	-	-	199,765,607	-	-
8/21/2006	W/H TAX DIV TXN	(475)	-	* [1]	-	-	199,765,607	-	-
8/21/2006	W/H TAX DIV CAT	(1,079)	-	* [1]	-	-	199,765,607	-	-
8/23/2006	W/H TAX DIV MER	(2,273)	-	* [1]	-	-	199,765,607	-	-
8/24/2006	W/H TAX DIV GS	(1,591)	-	* [1]	-	-	199,765,607	-	-
8/25/2006	W/H TAX DIV C	(24,749)	-	* [1]	-	-	199,765,607	-	-
9/1/2006	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(14)	-	* [1]	-	-	199,765,607	-	-
9/1/2006	W/H TAX DIV WFC	(9,672)	-	* [1]	-	-	199,765,607	-	-
9/1/2006	W/H TAX DIV INTC	(5,948)	-	* [1]	-	-	199,765,607	-	-
9/1/2006	W/H TAX DIV BA	(2,454)	-	* [1]	-	-	199,765,607	-	-
9/5/2006	W/H TAX DIV PFE	(17,917)	-	* [1]	-	-	199,765,607	-	-
9/5/2006	W/H TAX DIV WMT	(4,263)	-	* [1]	-	-	199,765,607	-	-
9/6/2006	W/H TAX DIV UPS	(4,145)	-	* [1]	-	-	199,765,607	-	-
9/11/2006	W/H TAX DIV UTX	(2,650)	-	* [1]	-	-	199,765,607	-	-
9/11/2006	W/H TAX DIV XOM	(19,615)	-	* [1]	-	-	199,765,607	-	-
9/11/2006	W/H TAX DIV CVX	(11,817)	-	* [1]	-	-	199,765,607	-	-
9/11/2006	W/H TAX DIV IBM	(4,636)	-	* [1]	-	-	199,765,607	-	-
9/12/2006	W/H TAX DIV JNJ	(11,249)	-	* [1]	-	-	199,765,607	-	-
9/12/2006	W/H TAX DIV MMM	(3,345)	-	* [1]	-	-	199,765,607	-	-
9/14/2006	W/H TAX DIV MSFT	(8,064)	-	* [1]	-	-	199,765,607	-	-
9/15/2006	W/H TAX DIV TWX	(2,428)	-	* [1]	-	-	199,765,607	-	-
9/15/2006	W/H TAX DIV AIG	(4,350)	-	* [1]	-	-	199,765,607	-	-
9/15/2006	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(10)	-	* [1]	-	-	199,765,607	-	-
9/18/2006	CHECK WIRE	(11,500,000)	-	(11,500,000)	-	-	188,265,607	-	(11,500,000)
9/21/2006	W/H TAX DIV HD	(3,136)	-	* [1]	-	-	188,265,607	-	-
9/22/2006	W/H TAX DIV BAC	(25,961)	-	* [1]	-	-	188,265,607	-	-
9/27/2006	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(21)	-	* [1]	-	-	188,265,607	-	-
9/29/2006	W/H TAX DIV PEP	(5,027)	-	* [1]	-	-	188,265,607	-	-
9/29/2006	W/H TAX DIV S	(763)	-	* [1]	-	-	188,265,607	-	-

Pg 98 of 104
BLMIS ACCOUNT NO. 1FR096 BROOKVIEW FINANCIER LTD

Column 1		Column 2	Column 3	Column 4	Column 5	Column 6	Column 7	Column 8	Column 9	Column 10
		<u>Transaction</u>	<u>Transaction Amount</u>		<u>Cash</u>	<u>Transfers of</u>	<u>Transfers of</u>	<u>Balance of</u>	<u>2-Year</u>	<u>6-Year</u>
		<u>Description</u>	<u>Reported in</u>	<u>Cash Deposits</u>	<u>Withdrawals</u>	<u>Principal In</u>	<u>Principal Out</u>	<u>Principal</u>	<u>Initial</u>	<u>Initial</u>
		<u>Date</u>	<u>Customer Statement</u>						<u>Transfers</u>	<u>Transfers</u>
10/2/2006	W/H TAX DIV MRK		(8,290)	-	* [1]	-	-	188,265,607	-	-
10/2/2006	W/H TAX DIV KO		(6,481)	-	* [1]	-	-	188,265,607	-	-
10/4/2006	W/H TAX DIV HPQ		(2,254)	-	* [1]	-	-	188,265,607	-	-
10/10/2006	W/H TAX DIV MO		(18,320)	-	* [1]	-	-	188,265,607	-	-
10/17/2006	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(28)	-	* [1]	-	-	188,265,607	-	-
10/25/2006	W/H TAX DIV GE		(26,489)	-	* [1]	-	-	188,265,607	-	-
10/26/2006	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(6)	-	* [1]	-	-	188,265,607	-	-
10/27/2006	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(1)	-	* [1]	-	-	188,265,607	-	-
10/30/2006	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(5)	-	* [1]	-	-	188,265,607	-	-
10/31/2006	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(0)	-	* [1]	-	-	188,265,607	-	-
11/7/2006	CHECK WIRE		(38,500,000)	-	(38,500,000)	-	-	149,765,607	-	(38,500,000)
11/20/2006	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(15)	-	* [1]	-	-	149,765,607	-	-
11/20/2006	W/H TAX DIV TXN		(786)	-	* [1]	-	-	149,765,607	-	-
11/22/2006	W/H TAX DIV MER		(2,888)	-	* [1]	-	-	149,765,607	-	-
11/22/2006	W/H TAX DIV C		(30,003)	-	* [1]	-	-	149,765,607	-	-
11/27/2006	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(6)	-	* [1]	-	-	149,765,607	-	-
11/30/2006	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(0)	-	* [1]	-	-	149,765,607	-	-
1/2/2007	W/H TAX DIV PEP		(5,330)	-	* [1]	-	-	149,765,607	-	-
1/2/2007	W/H TAX DIV MRK		(8,762)	-	* [1]	-	-	149,765,607	-	-
1/2/2007	W/H TAX DIV WMT		(4,424)	-	* [1]	-	-	149,765,607	-	-
1/3/2007	W/H TAX DIV WB		(11,600)	-	* [1]	-	-	149,765,607	-	-
1/3/2007	W/H TAX DIV TGT		(1,052)	-	* [1]	-	-	149,765,607	-	-
1/3/2007	W/H TAX DIV BA		(2,631)	-	* [1]	-	-	149,765,607	-	-
1/3/2007	W/H TAX DIV TWX		(2,389)	-	* [1]	-	-	149,765,607	-	-
1/3/2007	W/H TAX DIV BAC		(27,076)	-	* [1]	-	-	149,765,607	-	-
1/3/2007	W/H TAX DIV UTX		(2,840)	-	* [1]	-	-	149,765,607	-	-
1/3/2007	W/H TAX DIV KO		(6,731)	-	* [1]	-	-	149,765,607	-	-
1/3/2007	W/H TAX DIV XOM		(20,070)	-	* [1]	-	-	149,765,607	-	-
1/3/2007	W/H TAX DIV IBM		(4,784)	-	* [1]	-	-	149,765,607	-	-
1/3/2007	W/H TAX DIV PFE		(18,531)	-	* [1]	-	-	149,765,607	-	-
1/3/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(2)	-	* [1]	-	-	149,765,607	-	-
1/3/2007	W/H TAX DIV MMM		(3,586)	-	* [1]	-	-	149,765,607	-	-
1/3/2007	W/H TAX DIV MSFT		(9,098)	-	* [1]	-	-	149,765,607	-	-
1/3/2007	W/H TAX DIV EXC		(2,728)	-	* [1]	-	-	149,765,607	-	-
1/3/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(21)	-	* [1]	-	-	149,765,607	-	-
1/3/2007	W/H TAX DIV MCD		(12,667)	-	* [1]	-	-	149,765,607	-	-
1/3/2007	W/H TAX DIV HPQ		(2,337)	-	* [1]	-	-	149,765,607	-	-
1/3/2007	W/H TAX DIV INTC		(7,199)	-	* [1]	-	-	149,765,607	-	-
1/3/2007	W/H TAX DIV CVX		(12,161)	-	* [1]	-	-	149,765,607	-	-
1/3/2007	W/H TAX DIV AIG		(4,560)	-	* [1]	-	-	149,765,607	-	-
1/3/2007	W/H TAX DIV JNJ		(11,693)	-	* [1]	-	-	149,765,607	-	-
1/3/2007	W/H TAX DIV S		(790)	-	* [1]	-	-	149,765,607	-	-
1/3/2007	W/H TAX DIV HD		(4,886)	-	* [1]	-	-	149,765,607	-	-
1/3/2007	W/H TAX DIV WFC		(11,745)	-	* [1]	-	-	149,765,607	-	-
1/4/2007	W/H TAX DIV UPS		(4,443)	-	* [1]	-	-	149,765,607	-	-
1/10/2007	W/H TAX DIV MO		(5,236)	-	* [1]	-	-	149,765,607	-	-
1/12/2007	W/H TAX DIV DIS		(6,915)	-	* [1]	-	-	149,765,607	-	-
1/25/2007	W/H TAX DIV GE		(17,850)	-	* [1]	-	-	149,765,607	-	-
1/29/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(4)	-	* [1]	-	-	149,765,607	-	-
1/31/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(1)	-	* [1]	-	-	149,765,607	-	-

Column 1	Column 2	Column 3	Column 4	Column 5	Column 6	Column 7	Column 8	Column 9	Column 10
Date	Transaction Description	Transaction Amount Reported in Customer Statement	Cash Deposits	Cash Withdrawals	Transfers of Principal In	Transfers of Principal Out	Balance of Principal	2-Year Initial Transfers	6-Year Initial Transfers
2/6/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(4)	-	* [1]	-	-	149,765,607	-	-
2/13/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(16)	-	* [1]	-	-	149,765,607	-	-
2/16/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(7)	-	* [1]	-	-	149,765,607	-	-
2/20/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(6)	-	* [1]	-	-	149,765,607	-	-
2/22/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(2)	-	* [1]	-	-	149,765,607	-	-
2/23/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(1)	-	* [1]	-	-	149,765,607	-	-
2/28/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(3)	-	* [1]	-	-	149,765,607	-	-
3/1/2007	W/H TAX DIV COP	(3,866)	-	* [1]	-	-	149,765,607	-	-
3/6/2007	W/H TAX DIV UPS	(2,563)	-	* [1]	-	-	149,765,607	-	-
3/9/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(6)	-	* [1]	-	-	149,765,607	-	-
3/12/2007	W/H TAX DIV TGT	(599)	-	* [1]	-	-	149,765,607	-	-
3/12/2007	W/H TAX DIV MMM	(3,174)	-	* [1]	-	-	149,765,607	-	-
3/12/2007	W/H TAX DIV CVX	(3,617)	-	* [1]	-	-	149,765,607	-	-
3/12/2007	W/H TAX DIV UTX	(882)	-	* [1]	-	-	149,765,607	-	-
3/13/2007	W/H TAX DIV JNJ	(9,608)	-	* [1]	-	-	149,765,607	-	-
3/15/2007	W/H TAX DIV TWX	(1,909)	-	* [1]	-	-	149,765,607	-	-
3/15/2007	W/H TAX DIV WB	(9,257)	-	* [1]	-	-	149,765,607	-	-
3/16/2007	W/H TAX DIV AIG	(3,682)	-	* [1]	-	-	149,765,607	-	-
3/20/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(9)	-	* [1]	-	-	149,765,607	-	-
3/22/2007	W/H TAX DIV HD	(4,091)	-	* [1]	-	-	149,765,607	-	-
3/23/2007	W/H TAX DIV BAC	(21,753)	-	* [1]	-	-	149,765,607	-	-
3/28/2007	CHECK WIRE	10,000,000	10,000,000	-	-	-	159,765,607	-	-
3/28/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(19)	-	* [1]	-	-	159,765,607	-	-
3/30/2007	W/H TAX DIV PEP	(4,999)	-	* [1]	-	-	159,765,607	-	-
3/30/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(2)	-	* [1]	-	-	159,765,607	-	-
3/30/2007	W/H TAX DIV S	(732)	-	* [1]	-	-	159,765,607	-	-
4/2/2007	W/H TAX DIV WMT	(5,546)	-	* [1]	-	-	159,765,607	-	-
4/2/2007	W/H TAX DIV KO	(7,176)	-	* [1]	-	-	159,765,607	-	-
4/2/2007	W/H TAX DIV MRK	(8,566)	-	* [1]	-	-	159,765,607	-	-
4/4/2007	W/H TAX DIV HPQ	(2,274)	-	* [1]	-	-	159,765,607	-	-
4/10/2007	CHECK WIRE	10,000,000	10,000,000	-	-	-	169,765,607	-	-
4/10/2007	W/H TAX DIV MO	(18,543)	-	* [1]	-	-	169,765,607	-	-
4/16/2007	CHECK WIRE	6,000,000	6,000,000	-	-	-	175,765,607	-	-
4/19/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(33)	-	* [1]	-	-	175,765,607	-	-
4/20/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(1)	-	* [1]	-	-	175,765,607	-	-
4/25/2007	W/H TAX DIV GE	(25,225)	-	* [1]	-	-	175,765,607	-	-
4/30/2007	CHECK WIRE	5,000,000	5,000,000	-	-	-	180,765,607	-	-
5/4/2007	W/H TAX DIV CVS	(741)	-	* [1]	-	-	180,765,607	-	-
5/9/2007	CHECK WIRE	16,000,000	16,000,000	-	-	-	196,765,607	-	-
5/15/2007	W/H TAX DIV PG	(13,141)	-	* [1]	-	-	196,765,607	-	-
5/16/2007	CHECK WIRE	12,000,000	12,000,000	-	-	-	208,765,607	-	-
5/21/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(27)	-	* [1]	-	-	208,765,607	-	-
5/23/2007	W/H TAX DIV MER	(3,479)	-	* [1]	-	-	208,765,607	-	-
5/24/2007	W/H TAX DIV GS	(1,017)	-	* [1]	-	-	208,765,607	-	-
5/25/2007	W/H TAX DIV C	(31,009)	-	* [1]	-	-	208,765,607	-	-
5/31/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(5)	-	* [1]	-	-	208,765,607	-	-
6/1/2007	W/H TAX DIV COP	(7,995)	-	* [1]	-	-	208,765,607	-	-
6/1/2007	W/H TAX DIV BA	(3,211)	-	* [1]	-	-	208,765,607	-	-
6/1/2007	W/H TAX DIV WFC	(11,131)	-	* [1]	-	-	208,765,607	-	-
6/1/2007	W/H TAX DIV INTC	(7,702)	-	* [1]	-	-	208,765,607	-	-
6/4/2007	W/H TAX DIV WMT	(6,317)	-	* [1]	-	-	208,765,607	-	-

Pg 100 of 104
BLMIS ACCOUNT NO. 08FR096 GROUPEMENT FINANCIER LTD

Column 1	Column 2	Column 3	Column 4	Column 5	Column 6	Column 7	Column 8	Column 9	Column 10
Date	Transaction Description	Transaction Amount Reported in Customer Statement	Cash Deposits	Cash Withdrawals	Transfers of Principal In	Transfers of Principal Out	Balance of Principal	2-Year Initial Transfers	6-Year Initial Transfers
6/5/2007	W/H TAX DIV UPS	(5,102)	-	* ⁽¹⁾	-	-	208,765,607	-	-
6/5/2007	W/H TAX DIV PFE	(24,339)	-	* ⁽¹⁾	-	-	208,765,607	-	-
6/6/2007	W/H TAX DIV TYC	(2,353)	-	(2,353)	-	-	208,763,254	-	-
6/11/2007	W/H TAX DIV XOM	(23,445)	-	* ⁽¹⁾	-	-	208,763,254	-	-
6/11/2007	W/H TAX DIV UTX	(3,219)	-	* ⁽¹⁾	-	-	208,763,254	-	-
6/11/2007	W/H TAX DIV IBM	(7,068)	-	* ⁽¹⁾	-	-	208,763,254	-	-
6/11/2007	W/H TAX DIV CVX	(14,731)	-	* ⁽¹⁾	-	-	208,763,254	-	-
6/12/2007	W/H TAX DIV JNJ	(14,066)	-	* ⁽¹⁾	-	-	208,763,254	-	-
6/12/2007	W/H TAX DIV MMM	(4,241)	-	* ⁽¹⁾	-	-	208,763,254	-	-
6/13/2007	CHECK WIRE	3,700,000	3,700,000	-	-	-	212,463,254	-	-
6/14/2007	W/H TAX DIV MSFT	(10,232)	-	* ⁽¹⁾	-	-	212,463,254	-	-
6/15/2007	W/H TAX DIV AIG	(5,102)	-	* ⁽¹⁾	-	-	212,463,254	-	-
6/15/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(8)	-	* ⁽¹⁾	-	-	212,463,254	-	-
6/15/2007	W/H TAX DIV TWX	(2,509)	-	* ⁽¹⁾	-	-	212,463,254	-	-
6/15/2007	W/H TAX DIV WB	(12,368)	-	* ⁽¹⁾	-	-	212,463,254	-	-
6/20/2007	CHECK WIRE	10,000,000	10,000,000	-	-	-	222,463,254	-	-
6/21/2007	W/H TAX DIV HD	(5,466)	-	* ⁽¹⁾	-	-	222,463,254	-	-
6/22/2007	W/H TAX DIV BAC	(29,684)	-	* ⁽¹⁾	-	-	222,463,254	-	-
6/29/2007	W/H TAX DIV PEP	(7,312)	-	* ⁽¹⁾	-	-	222,463,254	-	-
6/29/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(16)	-	* ⁽¹⁾	-	-	222,463,254	-	-
6/29/2007	W/H TAX DIV S	(856)	-	* ⁽¹⁾	-	-	222,463,254	-	-
7/2/2007	W/H TAX DIV MRK	(9,652)	-	* ⁽¹⁾	-	-	222,463,254	-	-
7/2/2007	W/H TAX DIV KO	(8,016)	-	* ⁽¹⁾	-	-	222,463,254	-	-
7/5/2007	CHECK WIRE	9,000,000	9,000,000	-	-	-	231,463,254	-	-
7/5/2007	W/H TAX DIV HPQ	(2,562)	-	* ⁽¹⁾	-	-	231,463,254	-	-
7/10/2007	W/H TAX DIV MO	(16,998)	-	* ⁽¹⁾	-	-	231,463,254	-	-
7/11/2007	CHECK WIRE	11,500,000	11,500,000	-	-	-	242,965,607	-	-
7/17/2007	CXL W/H TAX DIV TYC	2,353	-	2,353	-	-	242,965,607	-	-
7/17/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(30)	-	* ⁽¹⁾	-	-	242,965,607	-	-
8/6/2007	CHECK WIRE	12,000,000	12,000,000	-	-	-	254,965,607	-	-
8/6/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(20)	-	* ⁽¹⁾	-	-	254,965,607	-	-
8/20/2007	CHECK WIRE	(2,500,000)	-	(2,500,000)	-	-	252,465,607	(2,500,000)	(2,500,000)
8/20/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(15)	-	* ⁽¹⁾	-	-	252,465,607	-	-
8/24/2007	W/H TAX DIV C	(16,262)	-	* ⁽¹⁾	-	-	252,465,607	-	-
9/4/2007	W/H TAX DIV INTC	(4,027)	-	* ⁽¹⁾	-	-	252,465,607	-	-
9/4/2007	W/H TAX DIV WFC	(6,341)	-	* ⁽¹⁾	-	-	252,465,607	-	-
9/4/2007	W/H TAX DIV WMT	(3,250)	-	* ⁽¹⁾	-	-	252,465,607	-	-
9/5/2007	W/H TAX DIV PFE	(12,523)	-	* ⁽¹⁾	-	-	252,465,607	-	-
9/7/2007	W/H TAX DIV BA	(1,591)	-	* ⁽¹⁾	-	-	252,465,607	-	-
9/10/2007	W/H TAX DIV UTX	(2,000)	-	* ⁽¹⁾	-	-	252,465,607	-	-
9/10/2007	W/H TAX DIV XOM	(12,131)	-	* ⁽¹⁾	-	-	252,465,607	-	-
9/10/2007	W/H TAX DIV CVX	(7,580)	-	* ⁽¹⁾	-	-	252,465,607	-	-
9/10/2007	W/H TAX DIV IBM	(3,409)	-	* ⁽¹⁾	-	-	252,465,607	-	-
9/13/2007	W/H TAX DIV MSFT	(5,171)	-	* ⁽¹⁾	-	-	252,465,607	-	-
9/14/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(24)	-	* ⁽¹⁾	-	-	252,465,607	-	-
9/18/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(3)	-	* ⁽¹⁾	-	-	252,465,607	-	-
9/26/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(18)	-	* ⁽¹⁾	-	-	252,465,607	-	-
10/1/2007	W/H TAX DIV KO	(3,978)	-	* ⁽¹⁾	-	-	252,465,607	-	-
10/10/2007	W/H TAX DIV MO	(9,192)	-	* ⁽¹⁾	-	-	252,465,607	-	-
10/12/2007	CHECK WIRE	(5,750,000)	-	(5,750,000)	-	-	246,715,607	(5,750,000)	(5,750,000)
10/12/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(36)	-	* ⁽¹⁾	-	-	246,715,607	-	-
10/25/2007	W/H TAX DIV GE	(24,278)	-	* ⁽¹⁾	-	-	246,715,607	-	-

Pg 101 of 104
BLMIS ACCOUNT NO. 9FR99 - GROUPEMENT FINANCIER LTD

Column 1	Column 2	Column 3	Column 4	Column 5	Column 6	Column 7	Column 8	Column 9	Column 10
<u>Date</u>	<u>Transaction Description</u>	<u>Transaction Amount Reported in Customer Statement</u>	<u>Cash Deposits</u>	<u>Cash Withdrawals</u>	<u>Transfers of Principal In</u>	<u>Transfers of Principal Out</u>	<u>Balance of Principal</u>	<u>2-Year Initial Transfers</u>	<u>6-Year Initial Transfers</u>
10/31/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(2)	-	* [1]	-	-	246,715,607	-	-
11/6/2007	CHECK WIRE	15,000,000	15,000,000	-	-	-	261,715,607	-	-
11/7/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(17)	-	* [1]	-	-	261,715,607	-	-
11/13/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(19)	-	* [1]	-	-	261,715,607	-	-
11/15/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(6)	-	* [1]	-	-	261,715,607	-	-
11/19/2007	CHECK WIRE	15,000,000	15,000,000	-	-	-	276,715,607	-	-
11/20/2007	CHECK WIRE	5,000,000	5,000,000	-	-	-	281,715,607	-	-
11/21/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(5)	-	* [1]	-	-	281,715,607	-	-
11/21/2007	W/H TAX DIV C	(10,835)	-	* [1]	-	-	281,715,607	-	-
11/21/2007	W/H TAX DIV MER	(1,277)	-	* [1]	-	-	281,715,607	-	-
11/30/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(7)	-	* [1]	-	-	281,715,607	-	-
12/3/2007	W/H TAX DIV MCD	(11,039)	-	* [1]	-	-	281,715,607	-	-
12/3/2007	W/H TAX DIV COP	(2,692)	-	* [1]	-	-	281,715,607	-	-
12/7/2007	CHECK WIRE	5,000,000	5,000,000	-	-	-	286,715,607	-	-
12/10/2007	W/H TAX DIV CVX	(7,552)	-	* [1]	-	-	286,715,607	-	-
12/10/2007	W/H TAX DIV UTX	(1,993)	-	* [1]	-	-	286,715,607	-	-
12/10/2007	W/H TAX DIV EXC	(1,744)	-	* [1]	-	-	286,715,607	-	-
12/11/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(7)	-	* [1]	-	-	286,715,607	-	-
12/11/2007	W/H TAX DIV JNJ	(14,284)	-	* [1]	-	-	286,715,607	-	-
12/12/2007	W/H TAX DIV MMM	(4,264)	-	* [1]	-	-	286,715,607	-	-
12/13/2007	W/H TAX DIV MSFT	(5,480)	-	* [1]	-	-	286,715,607	-	-
12/19/2007	CHECK WIRE	(7,000,000)	-	(7,000,000)	-	-	279,715,607	(7,000,000)	(7,000,000)
12/20/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(0)	-	* [1]	-	-	279,715,607	-	-
12/31/2007	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(3)	-	* [1]	-	-	279,715,607	-	-
1/2/2008	W/H TAX DIV HPQ	(873)	-	* [1]	-	-	279,715,607	-	-
1/2/2008	W/H TAX DIV WMT	(2,229)	-	* [1]	-	-	279,715,607	-	-
1/3/2008	W/H TAX DIV UPS	(2,615)	-	* [1]	-	-	279,715,607	-	-
1/8/2008	CHECK WIRE	10,800,000	10,800,000	-	-	-	290,515,607	-	-
1/17/2008	CHECK WIRE	12,000,000	12,000,000	-	-	-	302,515,607	-	-
1/22/2008	CHECK WIRE	10,000,000	10,000,000	-	-	-	312,515,607	-	-
1/28/2008	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(25)	-	* [1]	-	-	312,515,607	-	-
2/5/2008	CHECK WIRE	11,000,000	11,000,000	-	-	-	323,515,607	-	-
2/13/2008	CHECK WIRE	9,000,000	9,000,000	-	-	-	332,515,607	-	-
2/20/2008	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(20)	-	* [1]	-	-	332,515,607	-	-
2/21/2008	CHECK WIRE	15,000,000	15,000,000	-	-	-	347,515,607	-	-
2/22/2008	W/H TAX DIV C	(13,898)	-	* [1]	-	-	347,515,607	-	-
2/28/2008	CHECK WIRE	15,000,000	15,000,000	-	-	-	362,515,607	-	-
2/28/2008	W/H TAX DIV GS	(1,126)	-	* [1]	-	-	362,515,607	-	-
3/3/2008	W/H TAX DIV INTC	(6,461)	-	* [1]	-	-	362,515,607	-	-
3/3/2008	W/H TAX DIV COP	(6,426)	-	* [1]	-	-	362,515,607	-	-
3/3/2008	W/H TAX DIV WFC	(9,225)	-	* [1]	-	-	362,515,607	-	-
3/4/2008	W/H TAX DIV PFE	(18,531)	-	* [1]	-	-	362,515,607	-	-
3/4/2008	W/H TAX DIV UPS	(3,981)	-	* [1]	-	-	362,515,607	-	-
3/5/2008	W/H TAX DIV MER	(2,534)	-	* [1]	-	-	362,515,607	-	-
3/7/2008	CHECK WIRE	30,000,000	30,000,000	-	-	-	392,515,607	-	-
3/7/2008	W/H TAX DIV BA	(2,574)	-	* [1]	-	-	392,515,607	-	-
3/10/2008	W/H TAX DIV UTX	(2,831)	-	* [1]	-	-	392,515,607	-	-
3/10/2008	W/H TAX DIV CVX	(10,729)	-	* [1]	-	-	392,515,607	-	-
3/10/2008	W/H TAX DIV IBM	(4,826)	-	* [1]	-	-	392,515,607	-	-
3/10/2008	W/H TAX DIV EXC	(2,815)	-	* [1]	-	-	392,515,607	-	-
3/10/2008	W/H TAX DIV XOM	(16,890)	-	* [1]	-	-	392,515,607	-	-
3/11/2008	W/H TAX DIV JNJ	(10,347)	-	* [1]	-	-	392,515,607	-	-

Pg 102 of 104
BLMIS ACCOUNT NO. 9FR096 GROUPEMENT FINANCIER LTD

Column 1		Column 2	Column 3	Column 4	Column 5	Column 6	Column 7	Column 8	Column 9	Column 10
		<u>Transaction</u>	<u>Transaction Amount</u>		<u>Cash</u>	<u>Transfers of</u>	<u>Transfers of</u>	<u>Balance of</u>	<u>2-Year</u>	<u>6-Year</u>
<u>Date</u>		<u>Description</u>	<u>Customer Statement</u>	<u>Cash Deposits</u>	<u>Withdrawals</u>	<u>Principal In</u>	<u>Principal Out</u>	<u>Principal</u>	<u>Initial</u>	<u>Initial</u>
									<u>Transfers</u>	<u>Transfers</u>
3/12/2008	W/H TAX DIV MMM		(3,217)	-	* [1]	-	-	392,515,607	-	-
3/13/2008	W/H TAX DIV MSFT		(7,697)	-	* [1]	-	-	392,515,607	-	-
3/17/2008	W/H TAX DIV WB		(11,325)	-	* [1]	-	-	392,515,607	-	-
3/17/2008	W/H TAX DIV MCD		(3,921)	-	* [1]	-	-	392,515,607	-	-
3/17/2008	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(23)	-	* [1]	-	-	392,515,607	-	-
3/17/2008	W/H TAX DIV TWX		(1,960)	-	* [1]	-	-	392,515,607	-	-
3/19/2008	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(0)	-	* [1]	-	-	392,515,607	-	-
3/24/2008	W/H TAX DIV AIG		(4,504)	-	* [1]	-	-	392,515,607	-	-
3/27/2008	W/H TAX DIV HD		(3,257)	-	* [1]	-	-	392,515,607	-	-
3/28/2008	W/H TAX DIV BAC		(24,708)	-	* [1]	-	-	392,515,607	-	-
3/31/2008	W/H TAX DIV PEP		(5,127)	-	* [1]	-	-	392,515,607	-	-
4/1/2008	W/H TAX DIV KO		(6,724)	-	* [1]	-	-	392,515,607	-	-
4/1/2008	W/H TAX DIV MRK		(7,335)	-	* [1]	-	-	392,515,607	-	-
4/2/2008	W/H TAX DIV HPQ		(1,802)	-	* [1]	-	-	392,515,607	-	-
4/4/2008	W/H TAX DIV KFT		(3,692)	-	* [1]	-	-	392,515,607	-	-
4/4/2008	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(5)	-	* [1]	-	-	392,515,607	-	-
4/7/2008	W/H TAX DIV WMT		(4,776)	-	* [1]	-	-	392,515,607	-	-
4/23/2008	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(5)	-	* [1]	-	-	392,515,607	-	-
4/25/2008	W/H TAX DIV MDT		(1,306)	-	* [1]	-	-	392,515,607	-	-
4/25/2008	W/H TAX DIV GE		(27,177)	-	* [1]	-	-	392,515,607	-	-
4/30/2008	W/H TAX DIV MS		(2,587)	-	* [1]	-	-	392,515,607	-	-
4/30/2008	W/H TAX DIV JPM		(11,914)	-	* [1]	-	-	392,515,607	-	-
5/1/2008	W/H TAX DIV VZ		(11,609)	-	* [1]	-	-	392,515,607	-	-
5/1/2008	W/H TAX DIV T		(22,643)	-	* [1]	-	-	392,515,607	-	-
5/2/2008	W/H TAX DIV BK		(2,508)	-	* [1]	-	-	392,515,607	-	-
5/2/2008	W/H TAX DIV CVS		(836)	-	* [1]	-	-	392,515,607	-	-
5/9/2008	W/H TAX DIV AXP		(1,881)	-	* [1]	-	-	392,515,607	-	-
5/15/2008	W/H TAX DIV PG		(11,844)	-	* [1]	-	-	392,515,607	-	-
5/15/2008	W/H TAX DIV ABT		(5,330)	-	* [1]	-	-	392,515,607	-	-
5/20/2008	W/H TAX DIV CAT		(2,195)	-	* [1]	-	-	392,515,607	-	-
5/23/2008	W/H TAX DIV C		(15,049)	-	* [1]	-	-	392,515,607	-	-
5/28/2008	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(26)	-	* [1]	-	-	392,515,607	-	-
5/29/2008	W/H TAX DIV GS		(1,219)	-	* [1]	-	-	392,515,607	-	-
6/2/2008	W/H TAX DIV WFC		(17,551)	-	* [1]	-	-	392,515,607	-	-
6/2/2008	W/H TAX DIV WMT		(9,861)	-	* [1]	-	-	392,515,607	-	-
6/2/2008	W/H TAX DIV COP		(4,338)	-	* [1]	-	-	392,515,607	-	-
6/2/2008	W/H TAX DIV INTC		(7,681)	-	* [1]	-	-	392,515,607	-	-
6/3/2008	W/H TAX DIV UPS		(7,905)	-	* [1]	-	-	392,515,607	-	-
6/3/2008	W/H TAX DIV PFE		(37,815)	-	* [1]	-	-	392,515,607	-	-
6/6/2008	W/H TAX DIV BA		(5,110)	-	* [1]	-	-	392,515,607	-	-
6/10/2008	W/H TAX DIV CVX		(23,874)	-	* [1]	-	-	392,515,607	-	-
6/10/2008	W/H TAX DIV IBM		(11,977)	-	* [1]	-	-	392,515,607	-	-
6/10/2008	W/H TAX DIV UTX		(5,621)	-	* [1]	-	-	392,515,607	-	-
6/10/2008	W/H TAX DIV JNJ		(7,742)	-	* [1]	-	-	392,515,607	-	-
6/10/2008	W/H TAX DIV XOM		(37,396)	-	* [1]	-	-	392,515,607	-	-
6/10/2008	W/H TAX DIV EXC		(5,589)	-	* [1]	-	-	392,515,607	-	-
6/12/2008	W/H TAX DIV MSFT		(15,282)	-	* [1]	-	-	392,515,607	-	-
6/12/2008	W/H TAX DIV MMM		(6,388)	-	* [1]	-	-	392,515,607	-	-
7/21/2008	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(18)	-	* [1]	-	-	392,515,607	-	-
7/23/2008	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX		(1)	-	* [1]	-	-	392,515,607	-	-

Pg 103 of 104
BLMIS ACCOUNT NO. 9FR096 GROUPEMENT FINANCIER LTD

Column 1	Column 2	Column 3	Column 4	Column 5	Column 6	Column 7	Column 8	Column 9	Column 10
<u>Date</u>	<u>Transaction Description</u>	<u>Transaction Amount Reported in Customer Statement</u>	<u>Cash Deposits</u>	<u>Cash Withdrawals</u>	<u>Transfers of Principal In</u>	<u>Transfers of Principal Out</u>	<u>Balance of Principal</u>	<u>2-Year Initial Transfers</u>	<u>6-Year Initial Transfers</u>
8/1/2008	W/H TAX DIV CVS	(1,213)	-	* ^[1]	-	-	392,515,607	-	-
8/8/2008	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(3)	-	* ^[1]	-	-	392,515,607	-	-
8/13/2008	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(0)	-	* ^[1]	-	-	392,515,607	-	-
8/20/2008	W/H TAX DIV CAT	(3,229)	-	* ^[1]	-	-	392,515,607	-	-
8/22/2008	W/H TAX DIV C	(20,736)	-	* ^[1]	-	-	392,515,607	-	-
8/27/2008	CHECK WIRE	7,000,000	7,000,000	-	-	-	399,515,607	-	-
8/28/2008	W/H TAX DIV GS	(1,538)	-	* ^[1]	-	-	399,515,607	-	-
9/24/2008	CHECK WIRE	(155,000,000)	-	(155,000,000)	-	-	244,515,607	(155,000,000)	(155,000,000)
10/2/2008	W/H TAX DIV EXC	(5,616)	-	* ^[1]	-	-	244,515,607	-	-
10/2/2008	W/H TAX DIV BA	(3,515)	-	* ^[1]	-	-	244,515,607	-	-
10/2/2008	W/H TAX DIV BAC	(49,945)	-	* ^[1]	-	-	244,515,607	-	-
10/2/2008	W/H TAX DIV COP	(8,775)	-	* ^[1]	-	-	244,515,607	-	-
10/2/2008	W/H TAX DIV MCD	(7,411)	-	* ^[1]	-	-	244,515,607	-	-
10/2/2008	W/H TAX DIV TWX	(3,975)	-	* ^[1]	-	-	244,515,607	-	-
10/2/2008	W/H TAX DIV JNJ	(22,650)	-	* ^[1]	-	-	244,515,607	-	-
10/2/2008	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(13)	-	* ^[1]	-	-	244,515,607	-	-
10/2/2008	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(0)	-	* ^[1]	-	-	244,515,607	-	-
10/2/2008	W/H TAX DIV AIG	(10,349)	-	* ^[1]	-	-	244,515,607	-	-
10/2/2008	W/H TAX DIV PFE	(26,008)	-	* ^[1]	-	-	244,515,607	-	-
10/2/2008	W/H TAX DIV INTC	(9,533)	-	* ^[1]	-	-	244,515,607	-	-
10/2/2008	W/H TAX DIV WMT	(9,528)	-	* ^[1]	-	-	244,515,607	-	-
10/2/2008	W/H TAX DIV WFC	(11,576)	-	* ^[1]	-	-	244,515,607	-	-
10/2/2008	W/H TAX DIV HD	(2,165)	-	* ^[1]	-	-	244,515,607	-	-
10/2/2008	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(2)	-	* ^[1]	-	-	244,515,607	-	-
10/2/2008	W/H TAX DIV QCOM	(1,458)	-	* ^[1]	-	-	244,515,607	-	-
10/2/2008	W/H TAX DIV BUD	(3,251)	-	* ^[1]	-	-	244,515,607	-	-
10/2/2008	W/H TAX DIV CVX	(23,661)	-	* ^[1]	-	-	244,515,607	-	-
10/2/2008	W/H TAX DIV PEP	(11,594)	-	* ^[1]	-	-	244,515,607	-	-
10/2/2008	W/H TAX DIV UPS	(7,943)	-	* ^[1]	-	-	244,515,607	-	-
10/2/2008	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(11)	-	* ^[1]	-	-	244,515,607	-	-
10/2/2008	W/H TAX DIV MSFT	(15,478)	-	* ^[1]	-	-	244,515,607	-	-
10/2/2008	W/H TAX DIV MMM	(6,419)	-	* ^[1]	-	-	244,515,607	-	-
10/2/2008	W/H TAX DIV XOM	(37,026)	-	* ^[1]	-	-	244,515,607	-	-
10/2/2008	W/H TAX DIV IBM	(8,237)	-	* ^[1]	-	-	244,515,607	-	-
10/2/2008	W/H TAX DIV UTX	(5,649)	-	* ^[1]	-	-	244,515,607	-	-
10/6/2008	CHECK WIRE	(10,000,000)	-	(10,000,000)	-	-	234,515,607	(10,000,000)	(10,000,000)
10/27/2008	CHECK WIRE	(30,000,000)	-	(30,000,000)	-	-	204,515,607	(30,000,000)	(30,000,000)
11/4/2008	W/H TAX DIV HPQ	(3,426)	-	* ^[1]	-	-	204,515,607	-	-
11/4/2008	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(1)	-	* ^[1]	-	-	204,515,607	-	-
11/4/2008	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(1)	-	* ^[1]	-	-	204,515,607	-	-
11/4/2008	W/H TAX DIV MRK	(14,025)	-	* ^[1]	-	-	204,515,607	-	-
11/4/2008	W/H TAX DIV KO	(4,293)	-	* ^[1]	-	-	204,515,607	-	-
11/4/2008	W/H TAX DIV BAX	(2,443)	-	* ^[1]	-	-	204,515,607	-	-
11/4/2008	W/H TAX DIV PM	(6,378)	-	* ^[1]	-	-	204,515,607	-	-
11/4/2008	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(0)	-	* ^[1]	-	-	204,515,607	-	-
11/4/2008	W/H TAX DIV MO	(2,587)	-	* ^[1]	-	-	204,515,607	-	-
11/14/2008	CHECK WIRE	(65,000,000)	-	(65,000,000)	-	-	139,515,607	(65,000,000)	(65,000,000)
12/3/2008	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(1)	-	* ^[1]	-	-	139,515,607	-	-
12/3/2008	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(0)	-	* ^[1]	-	-	139,515,607	-	-
12/3/2008	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(1)	-	* ^[1]	-	-	139,515,607	-	-
12/3/2008	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(1)	-	* ^[1]	-	-	139,515,607	-	-

Pg 104 of 104
BLMIS ACCOUNT NO. 1FR096 - GROUPEMENT FINANCIER LTD

Column 1	Column 2	Column 3	Column 4	Column 5	Column 6	Column 7	Column 8	Column 9	Column 10
		<u>Transaction Amount</u>		<u>Cash</u>	<u>Transfers of</u>	<u>Transfers of</u>	<u>Balance of</u>	<u>2-Year</u>	<u>6-Year</u>
<u>Date</u>	<u>Transaction</u>	<u>Reported in</u>		<u>Withdrawals</u>	<u>Principal In</u>	<u>Principal Out</u>	<u>Principal</u>	<u>Initial</u>	<u>Initial</u>
	<u>Description</u>	<u>Customer Statement</u>	<u>Cash Deposits</u>					<u>Transfers</u>	<u>Transfers</u>
12/3/2008	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(0)	-	* ^[1]	-	-	139,515,607	-	-
12/3/2008	FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	(0)	-	* ^[1]	-	-	139,515,607	-	-
Total:			\$ 491,995,607	\$ (352,480,000)	\$ -	\$ -	\$ 139,515,607	\$ (275,250,000)	\$ (352,480,000)

^[1] Amounts withheld from account holders and paid by BLMIS to the IRS on behalf of account holders during the six-year period prior to the filing date have not been deducted from the balance of principal as those amounts have subsequently been refunded by the IRS.